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NEWS: WORLD TRADE

Optimism on avoiding US-China trade war

By Tony Walker in Beijing

US businessmen in China were yesterday cautiously optimistic that a trade war between the US and China would be averted...

trade arguments which were resolved at the last moment. US officials also expressed guarded optimism about a satisfactory conclusion...

Wednesday to initiate sanctions; but Beijing insists it remains committed to a February 1995 Sino-US agreement aimed at curbing rampant counterfeiting.

either on stamping out piracy or on improving market access for US entertainment and information products.

noted that last-ditch negotiations should be less complicated this year because, unlike last year, a framework agreement was in place.

Nation status against congressional opponents who accuse him of being soft on Beijing. A decision is due by June 4.

representative of an investment house. "If it's not the Americans, it will be us next."

Table with columns: Country, Pledged (\$bn), Actual (\$bn). Includes Hong Kong, Taiwan, US, Japan, Singapore, South Korea, UK, Macao, Germany, France.

reaching \$45.5bn and imports at \$11.7bn. In the first two months of this year China's surplus was running at about the same level as last year.

Japanese warn of negative effects on world economy

By Emilio Terazono in Tokyo

Japan yesterday described the escalating trade row between the US and China as "counterproductive" and warned that the dispute could have negative effects on the global economy.

"We hope China and the US will settle the issue through dialogue before the sanctions go into effect," said Mr Tsutsumi. Japan itself agreed to amend its copyright property rules on recorded music this year...

The incoming president of Japan's Fuji Photo Film said he would welcome talks on the company's dispute with Eastman Kodak of the US under the auspices of the World Trade Organisation.

Dispute puts squeeze on Hong Kong

The colony's two main trading partners are at odds, reports John Ridding



Barshefsky outlines sanctions

The trans-Pacific trade dispute between China and the US puts Hong Kong between a rock and a hard place. "Since China and the US are our two largest trading partners, we would be very concerned about any adverse effect such measures might have on Hong Kong's economy," said Ms Denise Yue...

Describing Guangdong as "China's most notorious region for piracy," Mrs Charlene Barshefsky, acting US trade representative, outlined targeted sanctions designed to hit some of the region's main industries.

The real problems would arise from an escalation of measures and counter-measures and a threat to the renewal of China's Most Favoured Nation trading status with the US.

UK businessmen go east

By James Harding

Mr Michael Heseltine, the UK deputy prime minister, today leaves for China leading the largest UK delegation of businessmen to a foreign country.

Ministers believe the visit will generate a number of commercial contracts and projects and have set aside an entire afternoon next week to announce new ventures.

Aerospace, Cable and Wireless, West Merchant Bank, Rolls Royce and directors of most of the largest privatised utilities.

Natural gas deal will be Peru's biggest

By Sally Bowen

The Peruvian government is today scheduled to sign an agreement for the largest single investment in the country. The investment of between \$2.7bn and \$2.8bn by a consortium comprising Shell and Mobil will develop the huge natural gas and hydrocarbons deposits of Camisea, 300 miles south east of Lima.

WORLD TRADE NEWS DIGEST

China Airlines to buy 8 Boeings

China Airlines (CAL), the Taiwanese carrier, yesterday signed a \$1.4bn contract with Boeing of the US for eight 747-400 aircraft.

VW in Dead Sea project

Volkswagen, Europe's largest carmaker, and Israel's Dead Sea Works yesterday signed a joint venture contract to extract magnesium from the Dead Sea.

Virgin buying Airbuses

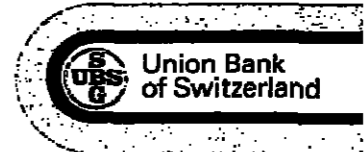
Virgin Atlantic of the UK is to buy two more ultra-long range A340-300 aircraft from Airbus Industrie, the European consortium, but said it was still talking to Boeing of the US about ordering 777s.

CAE, the Canadian electronics group, will supply a satellite-based air traffic control system to the Airports Authority of India. The \$1m FANS system will ease congestion over the busy Bay of Bengal and Calcutta.

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# Ecuadorean poll leader polishes style

Raymond Colitt and Sarita Kendall meet the contenders in Sunday's election

Since the day he lost the last run-off for president of Ecuador in 1992, Mr Jaime Nebot, a lawyer from the coastal city of Guayaquil, has been polishing his style.

The 49-year-old moustachioed candidate from the centre-right Social Christian party has toned down his accented, fist-pounding public speeches. Now he appears, dark suited and smiling, a calmer figure.

The image change appears to be working. He leads the opinion polls ahead of Sunday's elections, but not by enough to avoid a run-off with one other candidate on July 6. Nine presidential candidates are battling for the presidency, which is up for election along with all the seats in Congress and all provincial governorships.

Backed by the large agro-industries from the coast, Mr Nebot is the most outspoken proponent of a market economy. Abroad he tells investors of public payroll cuts and privatisation at home he speaks more of improved public services and increased social spending.

Mr Nebot's party is almost certain to gain the largest congressional block. If like most Ecuadorean heads of state including the outgoing Presi-

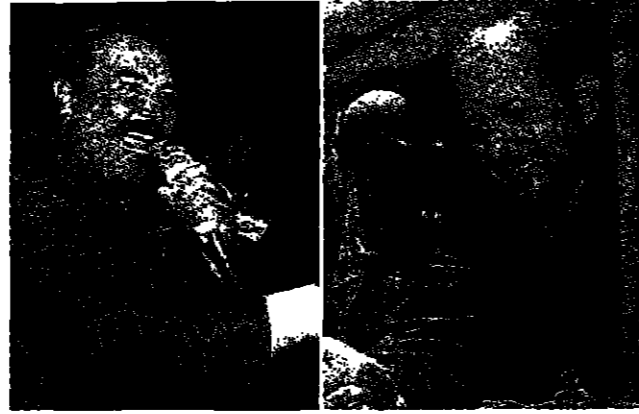
dent Sixto Duran, he reaches impasse with congress, Mr Nebot as president is expected to resort frequently to referendum to override the legislature.

His principal contender is Mr Abdala Bucaram, 44, a populist also from Guayaquil who has made two previous unsuccessful attempts at the presidency. With his anti-establishment rhetoric, Mr Bucaram of the Roldosista Party typically attracts young, urban unemployed.

In order to draw crowds, Mr Bucaram often engages in theatrical performances, occasionally impersonating fantastic characters such as the comic strip character Batman. Mr Bucaram stands a good chance of making the second round, but attracts too much opposition to be a likely president.

The most surprising contender is a television show host with no political experience, 50-year-old Mr Freddy Ehlers.

He appeared in the political arena only months ago, grabbing a 17 per cent share of the vote within a week. "Ehlers produced an earthquake in the opinion polls," says Mr Jaime Duran, a pollster and political consultant. Mr Ehlers



Nebot, the most likely contender and Ehlers, the most surprising

responded to a widespread disillusionment with long-standing politicians. "He is an authentic outsider," says Mr Duran.

Mr Ehlers is benefiting from last year's corruption scandal, which led vice-president Alberto Dahik to flee the country over charges of having misused secret state funds. With the economy also growing last year at only half of its 5 per cent target, Ecuadoreans, also angered by rising taxes and petrol prices, lost faith in politicians, says Mrs Dorothea Wollrad, head of the Latin American Social Research

Institute, in Quito.

Mr Ehlers has built a rainbow coalition backed by labour unions, native indians and the centre-left Izquierda Democratica party. Indigenous people, which represent about 30-35 per cent of the population and as much as 8 per cent of the vote, have never been represented in the national government or congress.

"This is the first time we are participating in elections with our own candidates," says Miguel Luco, who is running on the Ehlers ticket as a congressional candidate in the Andean province Chimborazo.

Critics insist that Mr Ehlers' constituency would be incompatible with market-oriented reform. The agenda of the Indian movement, which includes declaring Ecuador a pluri-national state and integrating natives into society also faces considerable resistance by a large sector of society. Says Polvio Cordovez of the polling firm Cedatos: "If elected, Ehlers would have an extremely difficult time to convince those Ecuadoreans that didn't vote for him."

According to the most recent polls, Mr Ehlers falls just short of tying Mr Bucaram for second place. But he has not yet managed to dent Mr Nebot's 10-12 percentage point lead.

Voting is obligatory for the literate in Ecuador. "Sixty per cent of Ecuadoreans wouldn't vote if they didn't have to. This makes opinion polls very imprecise, a lot of people only decide how to vote when they're waiting in the queue," says Mr Duran.

This could mean that Mr Ehlers, who relies on many native indians to make their way to the nearest polling station from isolated rural communities, may have a surprise in store. Only days before the election, 20 per cent of all eligible voters are still undecided.

# Uphill task to catch up with Clinton

## Dole seeks revival in US heartland

By Jurek Martin in Washington

Mr Bob Dole, soon to be an ex-senator, yesterday took his presidential campaign out of Washington, where he was losing it, and into the heartland, specifically Chicago, where he believes it can be won.

But he left the capital abuzz with speculation about who would succeed him as majority leader and what that choice might mean for the mass of legislation now bogged down in a classic congressional gridlock between Republicans and Democrats.

Mr Dole took to the road on a wave of compliments for the eloquence with which he had on Wednesday announced his resignation from the Senate, where he has served for 27 years. But that was matched by sober analysis of the difficulties he faces in overcoming his 20-point polling deficit behind President Bill Clinton.

The consensus view was expressed by Mr R.W. Apple in the New York Times. "It was a bold manoeuvre, full of potential perils - not least the possi-

bility that an electorate weary of tactics and stratagems would see his resignation as just another gimmick rather than the symbol of new departure that he intends."

Mr Dole also has finance problems, with perhaps no more than \$1m left in federal funds to spend between now and the August convention, and after which he will get an official infusion of about \$65m. By contrast Mr Clinton, unopposed in the Democratic primaries, has an estimated \$20m available for deployment over the summer.

Many of the Dole campaign staff have already been transferred to the Republican national committee, which yesterday came to his further aid with the launch of a three-month \$20m advertising campaign.

Senator Tom Daschle, the Democratic Senate leader, was quick yesterday to put a very political spin on Mr Dole's dramatic move. "Bob Dole's departure," he said, "is the first Republican vote against the Gingrich Congress" and the

"extreme" agenda associated with the Speaker of the House. Leading contenders to become the next majority leader, listed in the probable order in which they are rated by their Senate colleagues, are Senators Trent Lott, now Mr Dole's deputy and chief whip, and Thad Cochran, both from Mississippi. Senator Don Nickles from Oklahoma and Senator Pete Domenici from New Mexico.

The outcome may depend on whether Mr Nickles decides to go for the whip's position instead of the majority leadership. That would probably help Mr Lott, like Mr Nickles a strong conservative.

But there was considerable doubt whether the new leader would have the authority to cut through the current legislative log-jam. Even Mr Dole failed in this task over the last month but he always appeared more likely to engineer a compromise on raising the federal minimum wage and on the health insurance reform bill than any of his prospective successors.

## Chief executives told how to mix virtue with profit

By Patti Waldmeir in Washington

President Bill Clinton yesterday gave 100 chief executives a free breakfast at the White House, along with some free advice on how to be both virtuous and profitable in business.

The president invited the business leaders to Washington, on the first day of a reinvigorated US presidential election campaign, to urge them to fulfil their "corporate responsibility" to the American worker. He urged them to create "family-friendly" workplaces and to adopt as their motto the aphorism: "Do well by doing good."

Over breakfast and during a day-long seminar at Georgetown University, Mr Clinton argued that US companies could offer more generous benefits to workers while enhancing profits. He chose a dozen companies to illustrate his argument, including Starbucks, the coffee company which calls its employees "partners" and offers them stock options together with health insurance benefits for part-time workers.

In the ornate chamber of the White House, he invited the model executives to outline their formulae for making money while keeping employees happy.

Mr Yvon Chouinard of Patagonia, an outdoor-wear manufacturer, explained how he ensured employee loyalty by allowing workers, including nursing mothers, to keep young children with them as they worked. "I want our employees to bond with their children," he said, adding "we don't provide these benefits because we're nice. We provide them because they are good for our business."

Mr Ken Lehman of Fed-Pro, a

small family-owned midwestern gasket-maker, said he gave employees a free turkey at Christmas and free chocolates on Valentine's Day, built a summer camp for employees' children and provided free emotional counselling and a "wellness centre", all at a cost of only 70 cents per employee an hour, less than 10 per cent of total benefit spending.



Mr Clinton urged the executives to follow five "principles of corporate citizenship", including creating family-friendly workplaces where employees could be offered flexible work schedules, child care and time off to fulfil the duties of parenthood. Businesses must provide healthcare and pension benefits, safe workplaces, they must invest in worker training and make their businesses a "partnership with employees", he said.

But if the political goal of the conference was to demonstrate the president's concern for workers caught in an era of corporate downsizing, most of the measures presented focused on making existing employees happier rather than outlining a humane approach to downsizing.

Republicans were quick to condemn Mr Clinton for meddling in the private sector.

Mr Haley Barbour, chairman of the Republican national committee, said the conference was "evidence of this administration's desire to control the economy". Mr Jerry Jasnowski, president of the National Association of Manufacturers, damned it with faint praise.

"Focusing on the positive steps corporations are taking to help their employees is a welcome antidote to hysterical corporate-bashing. But all too often this administration has been more of a hindrance than a help," he said.

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**AMERICAN NEWS DIGEST**

## Mexico plans mortgage aid

Mexico yesterday announced a \$3bn plan to help borrowers meet mortgage payments and stop the deterioration in banks' asset quality. Interest is not being paid on 10 to 11 per cent of mortgages, according to conservative estimates, as interest rates are set typically 10 points over inter-bank interest rates, which are currently at 30 per cent.

The new scheme links the principal owed to inflation and makes interest payments more gradual. The government will assume 30 per cent of mortgage payments in 1996 and a similar proportion in the next two years. Nearly all the country's 800,000 mortgage holders will be eligible. The scheme, which will be spread over 10 years, is programmed to come into effect on June 1. The programme should benefit the country's two leading banks, Banamex and Bancomer particularly, since mortgage loans represent more than a third of their total loan portfolios.

Daniel Dombey, Mexico City

## US housing starts rise by 5.9%

The US housing market is showing surprising resilience in the face of higher long-term interest rates, figures indicated yesterday. The Commerce Department said starts rose 5.9 per cent last month to a seasonally adjusted annual rate of 1.62m. Most Wall Street economists had expected a decline of about 1.5 per cent. The increase was the largest since a jump of 7.9 per cent last November and more than offset a revised decline of 6.2 per cent in March. Starts were up 16 per cent in the first four months of this year compared with the same period last year. Building permits were up 3 per cent last month and by 18 per cent in the first four months relative to the same period last year.

Michael Prouse, Washington

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NEWS: INTERNATIONAL

Tip-offs, management changes, accidents – not controls – uncover most problems

Big company frauds 'detected by chance'

By John Mason, Law Courts Correspondent

Most frauds on big companies throughout the world are detected by chance rather than through control systems such as audits, an international survey by Ernst & Young, the UK accountants, has shown. The finding that most frauds are uncovered through tip-offs, management changes and accidents is particularly worrying, said Mr David Sherwin of Ernst & Young's fraud prevention unit, which commissioned the survey. "It implies that there is a lot more fraud going on than is ever

uncovered," he said. Most discovered frauds were regarded as preventable, but a widespread lack of proper prevention policies and poor controls mean they are thought likely to recur, the survey concluded. Businesses were often more concerned about commercial expansion than fraud prevention, leaving a gap that fraudsters could exploit, it discovered. The survey, published yesterday, attracted 905 responses from 5,500 directors and senior managers of large companies operating in 11 countries, including the UK, US, France,

Hong Kong, Netherlands, South Africa and Australia. The 17 sectors surveyed included banking and financial services, oil and gas, engineering and manufacturing, insurance, chemicals, hotels and leisure, and telecommunications. The survey also revealed: ● Four out of five frauds on companies are committed by staff, often trusted and long-serving employees. Only financial institutions were hit mainly by outsiders. ● Frauds involving either misuse of computers or corruption in purchasing operations were of most concern to directors.

● Eighty-eight per cent of directors who responded to the survey felt their companies were as vulnerable to frauds now as five years ago, or more so. Some blamed the increased globalisation of business and use of computers and the Internet to transfer assets. ● Frauds were more likely to take place in companies where responsibility for prevention had been delegated by directors to other people such as internal audit departments. ● Almost half the respondents thought their directors had a "less than good" understanding of their core businesses and knew even less about their foreign operations. Tensions between head offices and overseas operations often led to more cases not being reported. ● Confidence in court processes varied. Only one in four thought the UK courts could handle fraud trials properly, while 94 per cent had confidence in the Hong Kong system. ● South America, eastern Europe and northern and west Africa were regarded as high-risk regions to conduct business in.

Ernst & Young 1996 International Fraud Survey. Mike Carlton, Ernst & Young, Becket House, 1, Lambeth Palace Road, London SE1 7EU. Tel: 0171 931 4630.

Insurers ponder environmental risk management

By Leyla Boulton, Environment Correspondent

International insurance companies meet in London on Monday to consider ways of better managing environmental risks, which are costing the business huge amounts of money.

Mr Andrew Dlugolecki, assistant general manager of General Accident, the UK insurer, said yesterday that a more immediate aim of the meeting was to try to influence the outcome of climate change talks this summer and next.

He said the insurance sector's lobbying capacity was "not geared up to talk at the international level to policy-makers where big decisions are being made." This was in sharp contrast, for example, to more vocal lobbying by some companies in the energy sector such as fossil-fuel producers, which have been campaigning against radical reductions in carbon dioxide emissions which contribute to global warming.

The insurance industry, he said, wanted effective action to deal with climate change, but also believed it should be carried out in an "orderly" fashion.

Mr Dlugolecki, a member of the steering group organising the two-day meeting, said a whole range of other environmental concerns included oil spills, contaminated land, and asbestos claims.

The United Nations Environment Programme (UNEP), which is co-sponsoring the meeting, says clean-up costs for the US Superfund programme established to clean up contaminated land could

exceed \$1,000bn over 30 years. The conference will seek to put flesh on the bones of a Statement of Environmental Commitment signed by 54 insurance companies since the declaration's launch last November by UNEP. "Growing awareness of human-induced natural disasters, such as oil spills or floods can be expected to reshape the investment markets of tomorrow," UNEP said.

US companies fear they could be held legally responsible for signing

That statement committed signatories to pay more attention to environmental risks, and to promote sound environmental practice within the industry and among the companies they insure.

But while most of the big European and Japanese insurance companies will attend the meeting, there will few US delegates. Mr Frank Nutter, president of the Reinsurance Association of America, said this was partly because US companies feared they could be held legally responsible for signing the UNEP document.

He said another problem was that they were not "as far up the learning curve" on the implications of problems like climate change for business.

Mr Dlugolecki however dismissed fears of litigation, saying General Accident's US subsidiary had looked into the issue and saw no problems.

More humanitarian emergencies feared

By Frances Williams in Geneva

The steady decline in aid to poor countries will make equitable development more difficult and create yet more humanitarian emergencies, Mr James Gustave Speth, head of the United Nations Development Programme, said this week.

Mr Speth, in Geneva for UNDP's annual executive board meeting, said it was a myth that "privatisation and a free market, globalisation and foreign direct investment (FDI) obviate the need for development aid".

Around the world poverty was growing faster than population, while the gap between the richest and the poorest 20 per cent had doubled from 30-

fold to 60-fold over three decades. Almost all FDI went to 30 nations, with just 6 per cent directed to Africa and 2 per cent to the 48 least-developed countries.

Mr Speth said that if the decline in development aid continued "the world will pay dearly with tragic consequences down the road and face a much heavier financial cost".

This was recognised in such places as the Middle East and Bosnia but it was true in many other parts of the world.

The New York-based UNDP has a budget of \$1.8bn (£1.2bn), 90 per cent of which goes in grants to low-income countries for poverty alleviation and improved governance.

Algeria seeking democracy 'to re-establish social peace'

Roula Khalaf in Algiers talks to Mihoub Mihoubi, minister of culture, about the country's constitutional proposals

Democracy and pluralism are the two words that recur most frequently in conversation with Mr Mihoub Mihoubi, Algeria's minister of communication and culture and a close associate of President Liamine Zeroual.

He says Mr Zeroual has been engaged in a persistent search for democracy, and his plans for a referendum on the constitution, to be followed next year by legislative elections, are the final stage in his attempts to build this democracy.

In a country where people have lost all measure of trust in each other, this view is not widely shared by opposition leaders. They see Mr Zeroual's plans as a facade for democracy and Algeria as a country ultimately managed by an army which in 1992 stepped in to cancel an Islamist victory in elections many of thought perfectly democratic.

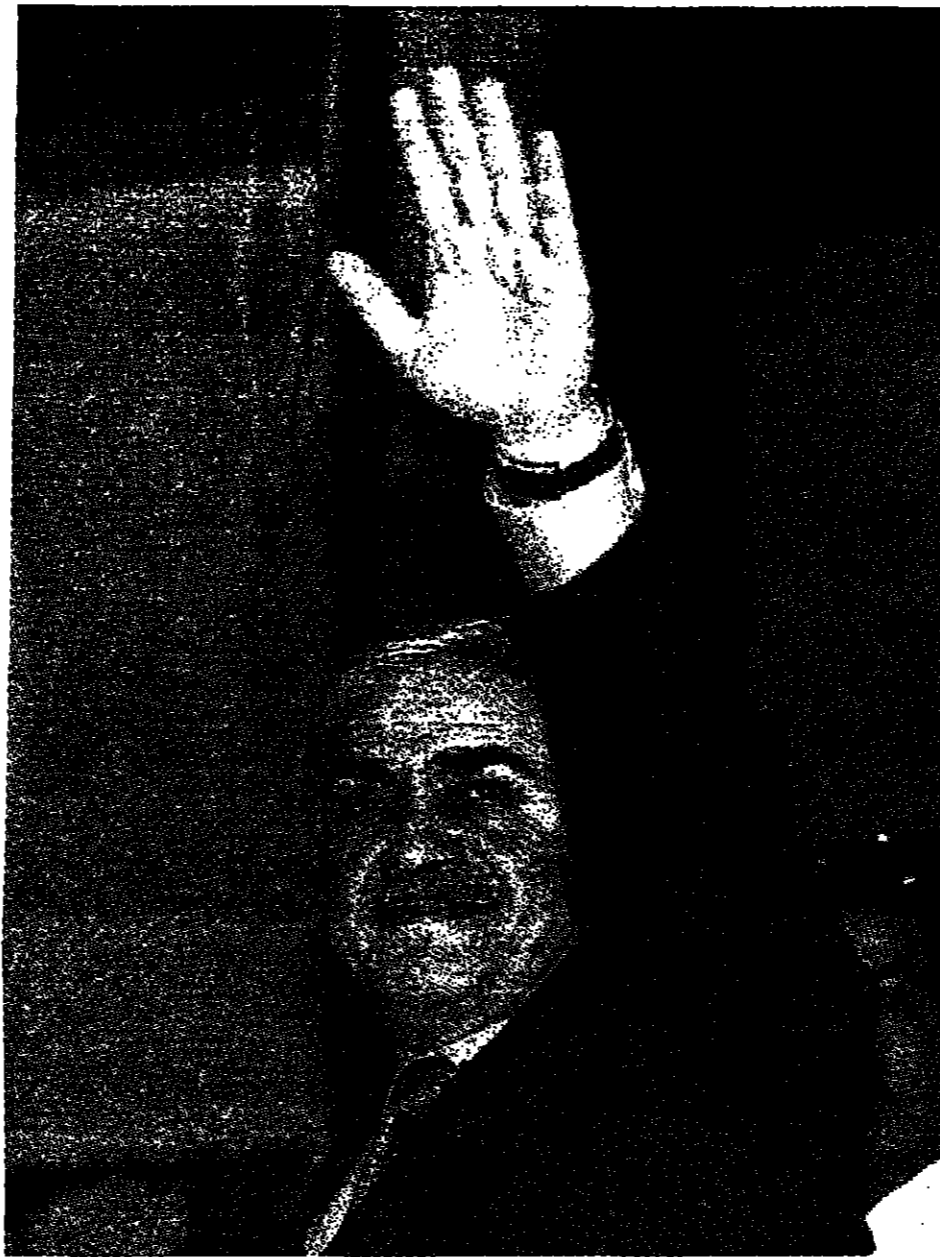
But that was a democracy without brakes or limits, as Mr Mihoubi puts it, and this is why the 1992 elections had to be cancelled, sinking Algeria into four years of violence. The kind of democracy Mr Zeroual wants to create will have more solid foundations, he said in an interview, and will be set within an institutional framework that will prevent parties from manipulating Islam to attain power.

The president's platform, which calls for wide-ranging constitutional amendments, "will re-establish the foundation of democracy and will be the graveyard of all the detractors of democracy". Mr Mihoubi said. "Our objective is not to perpetuate our power, nor to win elections, but to re-establish social peace and consolidate it in a democratic system."

The amendments proposed by the president aim to prevent parties from using Islam and other elements of the Algerian national identity for political ends and require them to have a large constituency across the territory and an established track record.

Several opposition parties continue to believe that negotiations among all the parties concerned in the four-year struggle between Islamic militants and security forces are required to rebuild a level of trust before elections are held, others want to have elections before a vote on the constitution. But most see in these amendments a sordid attempt to control the political field.

They point for instance to the proposal which envisages giving the president the power to issue legislation in extraordinary circumstances.



Zeroual: in the final stages of his search

Mr Mihoubi insists the president's objective is quite the opposite. Clause within the proposals were designed to limit, rather than expand, the president's own powers by allowing him a maximum of two terms and establishing a higher state court to judge the president and the prime minister in cases of treason.

Mr Mihoubi says the parties have the changes proposed in the constitution by replying to a memorandum the president has just sent to them. "Whether the parties adhere to this approach or not is their right," says Mr Mihoubi. "What is important is that they bring constructive propositions to this document to contribute to the emergence of this legislation."

Mr Mihoubi will not directly

comment on the fate of Islamist parties once the new constitution is adopted. The Islamic Salvation Front (FIS), which was poised to win the second round of legislative elections in 1992, was subsequently outlawed. But another Islamist party considered more accommodating toward the government was invited to field a candidate in the presidential elections won by Mr Zeroual last November.

Mr Mihoubi says: "Islam does not need a political party. The people who voted for an Islamist party in the presidential elections – a minority of 25 per cent – will have the right to express their views within the new rules of the constitution, which will be chosen by the majority of people."

Like other members of the current government, Mr Mihoubi is convinced that the FIS is a thing of the past. The violence, he says, is now of a "residual" nature and the government has already "done all the necessary effort, all that morality requires" in its attempts to hold discussions with the FIS.

Asked if it was too late for some leaders of the FIS who denounce violence to enter the political game on the president's own terms, Mr Mihoubi gave an ambiguous answer.

He would only say: "The only approach that is worth anything is the one that positions itself loyally within the democratic game and accepts all the rules that regard those who aspire to run the affairs of the nation."

Oxfam criticises IMF over poor countries' debts

By Michael Holman, Africa Editor

The British charity Oxfam yesterday launched a bitter attack on the International Monetary Fund (IMF), accusing it of "systematically obstructing" efforts to resolve the problem of multilateral debt and the world's poorest countries.

In its written submission to the House of Commons treasury select committee, the charity calls on the British government to withdraw support from the IMF's enhanced structural adjustment facility (Esaf) unless the Fund makes what it calls "a substantial contribution to multilateral debt reduction".

The Fund has refused to contribute to a proposed trust fund which would be part of a comprehensive plan to ease the debt burden of severely

indebted low income countries (Siics). Instead it is seeking donor support for refinancing its Esaf.

The Group of Seven leading industrial countries are expected to discuss the plan, set out in a joint World Bank-IMF paper, at their summit in Lyons next month, but they are divided on its merits.

In its submission, Oxfam says that "refinancing old Esaf loans with new ones on similar terms will offer no benefits in terms of debt reduction". The charity calls on the British government to put pressure on the IMF to sell part of its gold stocks to provide immediate debt stock reduction on grant terms.

Since 1987, the IMF has received some \$4bn (£2.6bn) in repayments from Siics than it has provided in new loans. Oxfam said yesterday the IMF had "systematically

Sharp rise in rate of HIV infection in South Africa

By Roger Matthews in Johannesburg

South Africa's rate of HIV infection rose sharply last year, and the virus is now estimated to affect 1.8m people, or 4.3 per cent of the population, compared with 1.1m a year earlier, according to figures published by the ministry of health.

A survey of 14,000 pregnant women carried out in October and November revealed that 10.2 per cent tested positive for HIV, the condition which can lead to Aids. A year before the figure had been 7.6 per cent.

Mr Erich Potgieter, actuarial consultant to Old Mutual, South Africa's biggest life insurer, said the worsening of the Aids crisis would have serious implications for labour productivity and the cost of doing business. "Studies for our clients show the direct cost

of employee benefits could rise by around 15 per cent of the payroll over a 10-year period," he said.

He hoped the latest figures would jolt business and labour into urgent action to counter the potentially devastating effect of Aids on employee benefits. "An employer who is now contributing 30 per cent of payroll towards benefits could end up contributing 35 per cent, and this will be accompanied by costs of extra recruitment, training, sick pay and absenteeism," he said.

The survey, which is anonymous, is the sixth to be carried out and is used by the ministry of health as its main source for monitoring the levels of HIV infection. Mr Potgieter said the survey had a lot of scientific credibility and was a good basis for estimating the prevalence rate in the working population.

"Based on these figures, the infection rate should already have climbed to nearly 12 per cent among women in the 15-49 age group in the six months since the survey was carried out."

"The infection rate among men is likely to be lower, but this still implies that one in every nine people in the workforce is carrying the virus," he said.

Mr Potgieter complained that despite the deterioration there was no sign of official urgency in tackling the problem. He urged negotiations between employers and unions to assess the financial, social and human aspect of Aids before planning a strategy. The worst affected province is KwaZulu-Natal, where the infection rate among women attending prenatal clinics rose to 18.2 per cent, against the previous year's 14.4 per cent.

NEWS: ASIA-PACIFIC

Land sales will leave Japan with another big debt problem

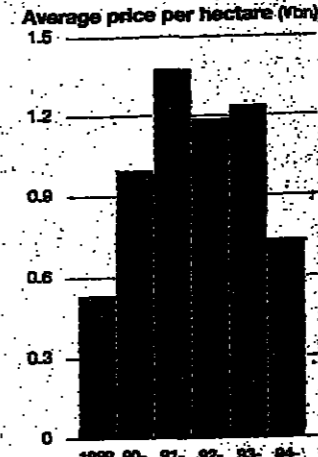
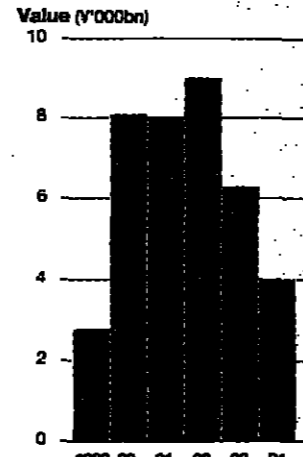
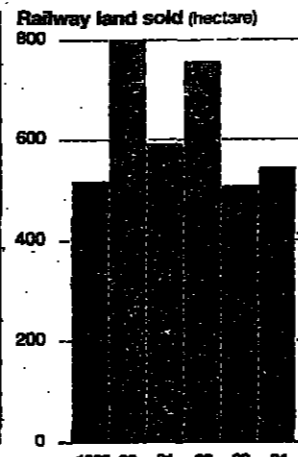
Tokyo's asset price crash has undermined one of the cornerstones of rail privatisation. Gerard Baker assesses the consequences

One of the biggest land auctions in history begins this month, in the heart of one of the world's most expensive cities. Twenty hectares of prime real estate close to the Ginza shopping district, by the old Shimbashi railway station in central Tokyo, is to be offered for sale.

the country out of the prolonged financial crisis of the last five years. The land in question belongs to the Japan National Railways Settlement Corporation (JNRSC). In 1987 the Japanese public sector railway system was broken up as a prelude to privatisation.

If the successor companies had taken on this debt, their privatisation would have been a non-starter - debt servicing costs alone would have rendered the companies hopelessly unprofitable.

Real estate off the rails: Japan grapples with ¥20,000bn burden



Source: JNRSC

on more than 8,800 hectares of land from the rail companies, and expected to sell the land for about ¥7,700bn.

expected. So far only a part of JR East, the largest of the successor companies, has come to market, raising just ¥1,000bn. Sales of shares in the other possibly profitable companies have been repeatedly postponed.

land to have fetched perhaps a fifth of that figure. With that pattern repeated in other sales, the sums are bleak for JNRSC.

But there is unlikely to be an alternative. Unlike the housing companies, there will be no other sectors able to take on the debt. With the self-imposed deadline for final settlement by next March looming, there will be yet more difficult political decisions to be made in the next year.

BJP faces hard task to muster majority

By Mark Nicholson in New Delhi

India's first Bharatiya Janata party (BJP) government took a ceremonial step towards power yesterday as Mr Atal Behari Vajpayee was sworn in as prime minister, along with 11 ministerial colleagues.



Who knows? India's new BJP prime minister in enigmatic mood arriving at his office yesterday

had "taken a big risk". Mr Gowda's grouping claims the support of 150 MPs as against 195 for the BJP and its allies.

regional parties from Tamil Nadu, Andhra Pradesh and Assam states, along with other smaller parties, to shift camps.

BJP officials also said they would "soft-pedal" the BJP's more controversial religious policies, such as its call to build a Hindu temple on the

site of the Babri Masjid mosque at Ayodhya, which Hindu zealots ransacked in 1992.

A party official quoted in the Times of India said the party would try to ensure "at least 30 MPs from hostile parties" were "absent" from the vote.

ASIA-PACIFIC NEWS DIGEST

Pressure grows to re-elect Ramos

Speculation on whether Philippines President Fidel Ramos might run for a second term intensified yesterday when his congressional supporters initiated moves to lift constitutional curbs on elected terms of office.

Taipei's OTC market soars

By Laura Tyson in Taipei

Ms Chang Yu-lian held her young son's hand as she bought shares listed in Taiwan's rocketing over-the-counter market yesterday. "My husband works so I take care of investments," she said, gesturing across the trading floor at scores of investors, mostly housewives and elderly men, watching share price displays at Shi Tai Securities.

that a monitoring system would be put in place to prevent speculation. Details have not been published yet. The OTC market has grown swiftly since September when it was restructured in a bid to develop the market.

Mao's cultural revolution still wrapped in a cloak of silence

Simon Leys, author of Chinese Shadows, a polemic about the excesses of Mao's China, had some useful advice a few years ago for China-watchers.

Chinese medicine by a pioneering pharmacologist of the Ming dynasty. Academics have long been discouraged from discussing controversial contemporary events.


Efforts by prominent writers such as Ba Jin to have a permanent memorial erected to the Cultural Revolution's excesses have also come to nought.

the ruling Communist party's finest hour. Premier Li Peng said in February that while "tragedies had happened in this period, we must treat this part of our history with the correct perspective."


Advertisement for Continental Airlines featuring the headline 'THE SLEEPER SEAT THAT GIVES OTHER AIRLINES SLEEPLESS NIGHTS.' The ad includes an image of a sleeper seat and lists destinations: Frankfurt, Dusseldorf, Paris, Madrid, London, Manchester, New York, and Houston.



# IT Senior Appointments



## General Motors International Operations



**Information Security Manager**  
Competitive Salary + Car + Benefits

General Motors International Operations (GMIO) is a major Business Sector of General Motors, the world's largest company and includes operations in over 40 countries.

We are seeking a high calibre individual to work within the Information Management function reporting directly to the Executive Director of Business Process and Information Management. Based in either Frankfurt, Luton or Zurich, the successful candidates will spend approximately 40% of their time at other international facilities.

**The Key Job Responsibilities will be:-**


- To develop, establish and maintain an Information Security Plan for GMIO, including the following:
  - An Information Security Policy.
  - A Security Risk Assessment Methodology.
  - Security metrics for regular reporting to GM Management.
  - Security awareness campaigns.
  - IT infrastructure security components.
  - Information classification and retention rules.

- Co-ordinate the implementation of the plan within the GMIO business units.
- Co-ordinate with legal, audit, internal control and corporate security functions on security related issues.
- Liaise with application development and quality assurance functions on security related issues.
- Liaise with legal and business functions on Data Protection requirements.

**The Key Job Qualifications are:-**

- Graduate with extensive practical experience of Information Security Practices and Issues as they impact a global company.
- High level of analytical & problem solving skills.
- Good team player with experience of multi-cultural organisation.
- Ability to work at all levels within the organisation.

Reply in strict confidence quoting reference ISM with CV and relevant experience by 16th June 1996 to:- Victoria Taylor, GMIO P.O. Box, Stelzenstrasse 4, CH8152 Glatbrugg, (Zurich), Switzerland.



## Executive Resourcing

### IT Director


A real opportunity to influence strategy

Our client is one of the UK's leading service companies with subsidiaries in mainland Europe. Operating in a niche market and part of a major financial services group, the company has a reputation for innovation and quality of service in a very competitive and demanding but expanding marketplace.

The new IT Director will assume responsibility for a major systems strategy review and the implementation of a systems infrastructure that will meet current and future business demands and provide a financial return on the investment. The Director will also be responsible for developing relationships throughout the group, and for developing and managing an efficient and effective IT department to deliver a customer focused, quality based service to the business.

The successful candidate, likely to be a graduate, will be an experienced IT professional with a demonstrable track record in the development and implementation of IT strategy. As part of the management team, the Director must be commercially astute and able to quickly appreciate the changing IT needs of a business for which information flow is key. Previous experience of managing a team through change and strong leadership and motivational skills are essential. Excellent communication and influencing skills, personal presence and drive are also prerequisites for success.

Please send full personal and career details, including current remuneration and daytime telephone number, in confidence to Anne Routledge, Coopers & Lybrand Executive Resourcing Ltd, 1 Embankment Place, London WC2N 6NN, quoting reference AR1166/FT on both envelope and letter.



## IT City Appointments

### SYBASE DBA

Sybase - Unix - C - C++  
London/City

At Bankers Trust we enjoy an acknowledged position of leadership in the world of international investment banking. Committed to a programme of change and growth, this position is maintained by adopting state-of-the-art IT systems which will drive our businesses even further forward. Nowhere is this more true than within our Corporate Systems division where the implementation of a major General Ledger system, initially in London, has created outstanding career opportunities.

As an integral part of a global team, responsible for supporting a critical Sybase database within our General Ledger systems, you will be an established Database Administrator, highly motivated and capable of maintaining focus within a dynamic environment.


**The role is:-**

- to support and maintain a large Sybase (v10) database (including server and database installation/upgrades)
- to take responsibility for daily monitoring, application and performance tuning, disaster recovery planning
- to perform administration and maintenance tasks within Unix (including shell-scripting, security implementation and monitoring)
- to play a key role within the selection and implementation of packages and solutions for the team.

**You will be:-**

- a proven Sybase DBA with at least two years' relevant experience plus exposure to logical and physical database design
- an established Unix professional with administration and shell-scripting skills
- flexible, resourceful and comfortable working in a dynamic team environment
- looking for a demanding role where your technical and interpersonal skills will be stretched to the full.

For further information, please contact Kevin Davey on 0171 247 7444. Alternatively, send your CV, quoting reference number B7F789, to McGregor Boyall Associates, 114 Mickletham Street, London E1 7JH. Fax: 0171 247 7473. email: kdavey@mcgregor-boyall.co.uk

 **Bankers Trust Company**



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We have attracted many of the most astute and creatively technical minds to our team based at our superb Docklands offices. We are building excellence in client server technology and developing imaginative solutions to highly complex problems. And with a rapidly-growing client portfolio - a 'Who's Who' of the Banking, Securities, Investment Management and Insurance worlds - we have established an excellent platform for sustained growth.

This combination of strengths - together with the promise of a unique breadth of project experience - is calculated to attract top Project Managers. These professionals do not necessarily need any previous knowledge of the financial services industry. However, they must have a wealth of broad-based project management experience. Their track record of delivering a range of very advanced, deadline-critical, client server projects should be impressive. Equally, they must have the technical authority, mature commercial vision and interpersonal skills to command respect of both team members and senior client management. With responsibility for up to twenty people and control over budgets of c£2m, the demands of these roles should certainly not be underestimated.

Neither should the rewards. In terms of professional scope and sheer intellectual challenge, these high profile roles have a great deal to offer. Our excellent training will continue to build on your solid bedrock of commercial experience. And our rewards package is second-to-none.

The question is, does your career record speak volumes for your talents? We'll be most keen to hear your answer. Please send full career details, quoting ref:768, to our consultant Louise Smith at JM Management Services Limited, Chandos House, 12-14 Berry Street, London EC1V 0AQ. Fax: 0171-253 0420. E-Mail: [jmsm@dircon.co.uk](mailto:jmsm@dircon.co.uk). If you have a specific query, please call her on 0171-253 7172 during office hours or on 0171-794 3593 evenings and weekends.



**Ermitage Management (UK) Ltd.**  
London £18-27K

**PC Analyst/Programmer**

The Ermitage Group is an international fund management house with around \$500 million under management. The Group has offices in the UK, Jersey and Luxembourg. Travel to these offices may be required.

We are looking for a PC analyst/programmer with at least 1.2 years experience in the financial industry. The role will entail a mixture of support of existing systems and development. The successful candidate's background should include experience in database languages, preferably Paradox with some exposure to Delphi. Any experience in Novell and general MS Office packages would be of benefit.

Skill set in order of importance is as follows: Paradox for Windows; Paradox for DOS; Delphi; Novell Netware 3.12 and MS Office Packages (Word/Excel/Mail).

To apply please send your CV to  
Mr G Bhargava, 25 Saville Row, London, W1X 1AA.

**FT IT Recruitment appears each Wednesday in the UK edition, and each Friday in the international edition**

For more information on how to reach the top IT professionals in business call:

**Will Thomas +44 171 873 3779**  
**Clare Bellwood +44 171 873 3351**



## Recruitment Net.Works

The FT IT Recruitment section is also available all week on [www.ft.com](http://www.ft.com)

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Rapid change is the rule in Global Financial Services and success is dependent on your ability to embrace this rule. J.P. Morgan continue to stretch their leadership in the industry by exploiting the opportunities of change and consistently initiating improvement within a dynamic framework of focused strategy and principles.

As a critical component of this framework, the global audit group provide independent assessment on technology, risk and control throughout the bank. Working on high profile projects within the organisation, the technology audit team are essential and fundamental contributors to J.P. Morgan's success.


Unique opportunities exist on the Technology Audit Team for those professionals who are excited by these changes and are committed to staying abreast of this rapidly evolving environment. Key to success within these roles will be your ability to evaluate and promote global system integrity whilst providing innovative and pragmatic solutions to the technology requirements of the business. The credibility and confidence to win the respect of senior management throughout the bank

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and your commitment to being part of a global team is paramount in building the crucial links between the Business, Technology and Finance.

The ideal candidates will be graduates with a minimum of 3 years experience in either Audit, IT, Management Consultancy or Banking/Finance and must be able to demonstrate an in depth understanding of Information Technology. This may include applications development and delivery, security, operating systems, LANs/WANs, client server technology, data communications, relational and object databases.

We look forward to hearing from you if you have the ability and the experience to make an impact and want to be part of a growing organisation in which talent is recognised and rewarded. Do not hesitate to telephone to discuss the roles further (0171 379 3333) or 0171 589 0989 (24hrs) alternatively send your CV to Martin Phillips or Keith Jones at Robert Walters Associates, 10 Bedford Street, London WC2E 9HE. Fax no: 0171 304 4131 E-Mail: [martin.phillips@rwa.co.uk](mailto:martin.phillips@rwa.co.uk)



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*Handwritten note:* J.P. 11/15/96

## Investment Manager/ Investment Analyst

Excellent salary plus bonus and benefits  
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Our client, a major financial services organisation, is looking to recruit an investment manager/investment analyst to work within its rapidly expanding value investment activity. Familiar with high yield/low liquidity investments, the candidate will be capable of evaluating opportunities and making investment decisions, supporting and eventually taking over the management of a significant investment portfolio.

Aged between 26-32, the successful candidate will possess at least two years' company/asset valuation experience. This may have been acquired in corporate finance, venture capital, stockbroking or banking. He/she will have a university degree, and will in addition possess an MBA degree or will have

qualified as a chartered accountant or lawyer. The ability to speak at least one other Continental European or Nordic language would be an advantage.

To apply, please send your CV in confidence to Peter Warrs, Austin Knight UK Limited, Knightway House, 20 Soho Square, London W1A 1DS. Fax 0171 439 5744. Please quote reference number: A1096

e-mail: pw@austinknight.co.uk  
CompuServe: 101511,2562

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Our client, a major international bank with an extensive European office network, including offices in Central/Eastern Europe, Russia and the Ukraine is seeking to hire a Head of Trade Finance for its fully licensed Moscow office. The office focuses on short-term lending, export and trade finance, treasury operations, and services in the field of account management and payment transactions.

- The Role**
- To develop and manage the department responsible for Documentary Business/Trade Finance/Forfaiting/Import and Pre-export Finance.
  - Identify and develop potential corporate clients in respect of such capabilities.
  - To market the bank's financial services to corporate clients and manage product innovations.
  - Be responsible for domestic and international payments.
  - To manage and train a team of local Russian staff.

- The Candidate**
- Will have an excellent academic background.
  - Up to 5 years relevant experience.
  - Excellent and proven managerial skills.
  - Outstanding relationship building and negotiation skills.
  - Possess an entrepreneurial attitude.
  - Product knowledge of Commodity Trade Finance would be advantageous.
  - Fluency in English and/or German essential. Knowledge of Russian would be an advantage.

If you feel you meet the aforementioned criteria and are keen to become involved in a dynamic working environment, please contact Sarah Lee on 0171 831 2000 or write to her at Michael Page City, Page House, 39-41 Parker Street, London WC2B 5LH. Fax: 0171 405 9649, quoting reference number 285426.



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## TECHNOLOGY RESEARCH ANALYST

A challenging role with a leading player in Research

London

Our client, a prestigious US investment bank, is looking for a Research Analyst with a strong financial analysis and technology industry background. Reporting to a Managing Director, you will play a key role in all aspects of company and industry research and marketing. The successful candidate will liaise between European, US and Asian Research as well as Sales and Investment Banking.

The following attributes are critical:

- Significant commercial exposure to the international financial community, preferably with investment banking experience and work experience in the computer industry.
- In depth understanding of technology companies.
- Demonstrably superior expertise in the semi-conductors industry. Must have

technical industry understanding as well as financial experience.

- Degree and record of academic excellence.
- High level of integrity together with excellent communication skills both oral and written and experience working in an interdisciplinary team environment.

The remuneration package tailored to the successful applicant will be competitive. To apply, please write enclosing a full CV to Alastair Lyon, Confidential Reply Handling Service, Ref: 431, Associates in Advertising, 5 St John's Lane, London EC1M 4BH.

Applications will only be forwarded to this client, but please indicate any organisations to which your details should not be sent.

ASSOCIATES IN ADVERTISING

Scope (formerly The Spastics Society) is the UK's largest charity working with disabled people. For over 40 years we have been providing help, advice and practical resources to people with cerebral palsy, their families and carers. Scope offers the support people need to take control of their lives.

Scope is developing its management teams and reorganising its structure to provide a more vibrant, coherent organisation which can enhance our ability to meet the needs of people who use our services. The main elements of these changes comprise a programme which is now known as 'Scope Towards 2005'. The changes are also designed to achieve greater efficiency and an improved financial position. To complete our new Executive Director group we are seeking to fill the following post.

### Executive Director of Management Services

circa £54,000 plus lease car

An Executive Director is expected to demonstrate an awareness of the needs and aspirations of people with cerebral palsy, their families and carers and a commitment to further their cause. You must be committed to our mission and aim and have a genuine desire to enhance, value and develop the contribution of staff and volunteers. In particular you will have the ability to develop effective working relationships with our Trustees and Local Affiliated Groups. Your ability to think creatively about complex matters and undertake strategic planning activity are essential, together with excellent interpersonal skills. Your commitment to providing high quality responsive services to others together with a demonstrable ability to relate openly and honestly across all levels will be invaluable.

The Division contains Scope's finance, property and embryonic central purchasing and IS/IT functions. You will have a degree, equivalent level professional qualification or a proven ability to analyse and communicate at this level; a professional accountancy qualification; minimum of five years' successful senior management experience in finance and/or other support service functions (excluding human resources/personnel) and a demonstrable understanding of the main technical and professional aspects of financial management, purchasing, the development of information technology and property management as they relate to the voluntary sector.

You will be committed to establishing customer-focused financial systems and resources for managers and staff. This will allow Scope to bring its financial affairs fully under control and achieve the optimum financial outcome from our management of property and development of central purchasing and IT.

For an information pack (our application form can be made available in disk format on request) (no CVs), contact Beryl Hammond, Scope, 12 Park Crescent, London W1N 4EQ. Tel: 0171-636 5020 ext. 303. Fax: 0171-436 2601. Closing date for return of completed applications: 7th June 1996.

Working Towards Equality.

**SCOPE**  
FOR PEOPLE WITH CEREBRAL PALSY

## BANCO DE ESPAÑA

- TRANSLATOR -

The Spanish central bank is seeking to fill a vacancy for an English translator. Applicants' mother tongue should be English. Duties will principally include the translation of economic and financial texts from Spanish into English, the editing of texts in English and the occasional translation of texts into Spanish.

- Candidates should meet the following requirements:
- An university degree, ideally in Economics (or a related subject). A postgraduate diploma in translation would be an advantage.
  - Several years' professional translation experience in the economic or financial field in international organisations.
  - A perfect command of English and Spanish. Knowledge of other European languages would be favourably viewed.
  - PC skills.

Candidates should submit their applications by September 6th 1996. Details of the selection process and application forms may be obtained from:

Centro de Formación del Banco de España  
Apartado de Correos nº 15  
E-28080 Madrid - SPAIN  
Telephone: (341) 338 66 31/32 - Fax: (341) 338 68 82

### JAPANESE EQUITY AND DERIVATIVES BROKER "A UNIQUE PERSONAL CHALLENGE"

We are looking for candidates with a Degree having at least 5 years experience in broking in Japanese warrants, convertibles etc.

Knowledge of these specific markets, contacts with Clients, knowledge of Japanese and English languages at Degree level is imperative.

Your application will be dealt in the strictest confidence. Applicants should send a detailed CV to Stella Wolfen at 3rd Floor, 46 Albermarle Street, London W1X 3FE

## PRODUCT DEVELOPMENT MANAGER

London

Our client, a prestigious US investment bank, is looking for an experienced Product Development Manager to join a global team developing new Asset Management products. Based in London, you will assume overall responsibility for sponsoring and supporting the launch of new business concepts and products - from initial research and cost/benefit analyses to project managing implementation.

This will include working closely with our Global Product Development team, co-ordinating the launch activities of product management teams, liaising effectively with external service providers and building a Product Development group in Europe.

A proven track record of at least eight years in the financial services industry is essential, including substantial experience of researching and launching a successful variety of off-shore bond, equity and money market funds. In addition, you will need a knowledgeable overview of

business developments in Europe, the Americas and Asia, supported by incisive analytical skills, an alert, critical mind and outstanding verbal and written presentation skills.

Your strong project management expertise should also include a natural talent for authoritative leadership, the ability to focus on several projects simultaneously and an established network of international contacts.

Candidates must be fluent in English, and be educated to at least degree level.

The competitive remuneration package, tailored to the successful applicant, will reflect the seniority of this appointment. To apply, please write with full CV to: Alastair Lyon, Confidential Reply Handling Service, Ref: 427, Associates in Advertising, 5 St John's Lane, London EC1M 4BH.

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ASSOCIATES IN ADVERTISING

## ANALYSTS - LATIN AMERICAN EQUITIES

Our Client is a major European investment bank with offices throughout the globe. Highly active in all areas of the equity markets, the firm has seen significant success and growth of its Latin American equity division in both the UK and USA and now seeks to appoint two high calibre analysts to focus on the Latin American banking and food sectors.

The successful candidates will join a large team of analysts and salespeople and be responsible for producing a top quality product to serve UK, Continental European and US clients. Reporting to the head of Latin American equity research, these individuals will have:

- Two years' experience of analysing the banking or food industry.
- Linguistic ability in Spanish and/or Portuguese.
- A strong team-player approach.
- Degree level education and an accountancy qualification would be advantageous.

This is an excellent opportunity for professional, articulate and well-presented analysts to further their career in a challenging environment.

We would like to hear from individuals either currently covering the Latin American banking or food sectors, or alternatively with experience in these sectors who would be keen to switch geographic region.

An attractive compensation package will be offered to the successful candidates.

Please write to Ref: LA235, Miller Leake Advertising, 50 Harvey Road, Farnborough, Hampshire GU14 9TW. All applications will be treated in strictest confidence and forwarded to the consultant handling this assignment.

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appears in the UK edition every Wednesday & Thursday and in the International edition every Friday.

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Based in London, you must be a specialist in Japanese Markets. You must have 5 years experience in derivatives broking and be bilingual in English/Japanese.

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# polish financial markets

traders/analysts

Opportunity for two ambitious capital markets professionals to join the fast growing Polish subsidiary of a multi-national US financial trading business in Warsaw. We're looking for high energy, PC literate, ethical individuals with fluent (probably native) written and spoken Polish and good English.

warsaw

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Graduate or MBA/CFA with 1-2 years plus experience in equity markets to take responsibility for leading the development of established proprietary equities trading in Poland. You will trade listed equities, MPP vouchers, NIFs & unquoted investments and monitor risk positions. The first year will be spent in London working with the international equities group. Ref: PEQ/0505

Fixed Income Trader/Analyst

Graduate or MBA with minimum 1-2 years financial markets experience to develop directional and arbitrage proprietary trading strategies for the Polish financial markets including soft currency trading, fixed income investments and new instruments. You will execute trades, monitor risk positions and follow all relevant economic and political changes. Ref: PFY/0506

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Please send CV to Farn Williams, Diamond House, 37-38 Hatton Garden, London EC1N 3FW Tel: (44) 171 404 4089 Fax: (44) 171 404 4083

## ECONOMISTS

LATIN AMERICA

The Economist Intelligence Unit is a world leader in the provision of economic information and analysis to international business. We are currently expanding and are looking for two economists to join the editorial team covering Latin America. The more senior position requires a minimum of three years' work experience as a writer and analyst on the region. The role involves editing and writing reports, forecasts and risk assessments to meet tight deadlines. As well as regional knowledge, you should have significant editorial experience and a solid background in macroeconomics. Familiarity with the economies of Mexico, Brazil and Argentina would be an advantage, as would experience of their financial markets. You must be computer-literate and able to speak and write clear and concise English, as well as having a good grounding in Spanish.

A new junior position is also available. For this role you should have a degree in economics, good writing skills, the ability to read Spanish and a proven interest in the region.

For both these London-based positions we offer competitive salaries and an excellent benefits package including profit share, five weeks' holiday, private health insurance and a contributory pension scheme.

To apply, please send a letter and cv with details of your current salary (plus, for non-EA nationals, UK work permit status) to the address below. Closing date for applications: Friday 24th May 1996.

SUSAN PHILLIPS, GROUP HR ADVISOR,  
THE ECONOMIST INTELLIGENCE UNIT,  
15 REGENT STREET, LONDON SW14 4LF.

## ACCOUNTANCY APPOINTMENTS

# DIRECTOR FINANCIAL CONTROL MULTINATIONAL PLC

WEST LONDON

Clearly recognised as a leader in its field of marketing services, our client is a customer focused, sales and marketing driven organisation with a worldwide business employing over 800 people. The group is listed on the London and Paris stockmarkets.

The group's aim is to be the market leader in each of the sectors and business areas in which it participates. It has recently embarked upon a programme of improving the quality and structure of the management team and, as a result, a new position has emerged for a high calibre finance professional to join the group finance team.

Reporting direct to the Group Finance Director, this is a clear opportunity to drive the continuous improvement of financial and group reporting and key

responsibilities will include:

- the group's published annual and interim reports and financial press releases
- co-ordination of overseas country Finance Directors and Controllers
- group financial information system
- management reports
- internal financial controls
- relationship with external auditors

The successful candidate will be a graduate qualified Chartered Accountant in his/her 40's, with demonstrable exposure to multinational corporations and at least 5 years post qualification experience, preferably within industry. Commercial

awareness and a strong knowledge of UK GAAP are essential requirements, a second language would be useful.

To succeed in this fast moving environment, you will need to be able to demonstrate adaptability and flexibility to cope with the changing demands and priorities that the organisation will meet. In addition, you will have first rate communication skills and the ability to work with key personnel around the world.

If you believe you possess both the technical and personal qualities demanded, please write to Giles Daubeney or Simon Moser, enclosing a current curriculum vitae, at Robert Walters Associates, 25 Bedford Street, London WC2E 9RP. Fax: 0171 915 8714. Internet: [simon.moser@robertwalters.com](mailto:simon.moser@robertwalters.com)

ROBERT WALTERS ASSOCIATES



## BUSINESS PLANNING MANAGER

Challenging Corporate Agenda

Our client is a complex, international group operating in the leisure sector with a name respected by both business and consumers.

This role enjoys interaction at the most senior level within the group as part of a team tackling a broad and challenging corporate development agenda. Specific responsibilities include:

- Management of the group's business and financial planning processes
- Review and analysis of forecast and planned performance with development of possible future scenarios
- A wide variety of financially based analytical work and ad-hoc projects
- Presentation of the group's plans, forecasts and future strategic initiatives at the most senior levels, internally and externally

London

c.£40,000  
bonus, car

To respond to these wide ranging and challenging tasks you will be an Accountant or financially orientated MBA, whose strong financial background supports a high level of commercial awareness and well-developed strategic vision.

To work effectively both internally and externally, highly developed interpersonal, communication and presentation skills are pre-requisites. A pragmatic approach is essential in ensuring that key projects are completed within demanding timescales.

Interested candidates should write with full CV, quoting current rewards package, to Karen Wilson, Hoggett Bowers, 7-9 Bevan's Buildings, Chancery Lane, London EC4A 1DY. Tel: 0171 430 9000. Fax: 0171 405 5995 quoting ref: HKW/342/FT.



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THE POSITION

- New role, primarily responsible for the development and implementation of risk, financial and regulatory controls.
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QUALIFICATIONS

- Minimum five years' experience in financial/risk control preferably gained in banking or investment related company. Familiarity with SFA reporting and derivatives accounting essential.
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- Must be able to add value. Enthusiastic team player.

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A THORN EMI Company

## Finance Director

Budapest

£ Attractive Package

EMI Music is a £2.2 billion turnover, global leader in the fast moving and dynamic music industry with some of the world's leading artists signed to its many and varied labels. Through continued growth and expansion, EMI has developed a strong presence in Eastern Europe, where it has a controlling interest in a joint venture company in Hungary.

As a result of an internal promotion, the Company now seeks to recruit a Finance Director for its Hungarian business. Reporting to the Managing Director and functionally to the CFO, EMI Europe, this person will manage the formulation of the business plan, budgeting cycle and management reporting to strict deadlines as well as being responsible for systems development. They will also be responsible for the provision of first class business and financial analysis covering variance, forecasting and longer term objectives.

In addition, they will be expected to get heavily involved in the commercial aspects of the business including the evaluation of acquisition proposals, artist deals and capital expenditure.

The successful candidate will be a qualified accountant or equivalent with about five years experience. They will need a good understanding of reporting to IAS requirements and be highly computer literate, preferably with experience of Lotus 123 and Excel. Personal requirements are as important as technical skills. These must include a high degree of commercial acumen and motivation, the ability to cope with pressure and excellent interpersonal skills which will include being able to communicate effectively in English and Hungarian. This role is characterised by long working hours and an interest in popular music would be an advantage.

This is an excellent opportunity to join a dynamic organisation with excellent career prospects. Interested applicants should send a comprehensive curriculum vitae, stating a daytime telephone number and current remuneration package, quoting reference 289580, in full confidence, to Hugh Everard, Director at Michael Page Eastern Europe, Page House, 39-41 Parker Street, London WC2B 5LH, or fax +44 (0) 171 404 6370.



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## Financial Controller

c.£75,000 + Share Options

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Exciting opportunity for accomplished and ambitious finance professional with strong development potential to play full commercial role in growth and development of highly successful retail business.

THE BUSINESS

- The leading British retailer of consumer durable goods through catalogue stores. Turnover exceeds £1.4 billion.
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THE POSITION

- Report to Finance Director. Provide financial planning services to senior management. Advise management on the financial impact of their decisions.

- Develop financial and appraisal systems which match profitability and growth requirements. Oversee implementation of a new integrated financial accounting system.
- Strong voice in development of strategic direction for the business.

QUALIFICATIONS

- Bright, commercially-minded finance professional. Aged 32-38, with excellent systems experience. Qualified accountant.
- Tangible track record of success in financial management role in retailing, fast-moving consumer goods or service sector.
- Mature, confident and results driven. Disciplined, articulate and tough. High potential for further development.

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## MARKETING ANALYST

**North West based** **£30,000 + Benefits**


Our client is a major blue-chip organisation in the leisure industry with a turnover approaching £3bn. The company also has several overseas operations. Due to group progression, an exciting and challenging opportunity has arisen within the financial analysis area. Reporting to the business planning manager, you will be responsible for business appraisals, departmental forecasts, accruals and will have involvement in the planning and budgetary process. A highly commercial role, you will provide financial, analytical and business support to the financial managers and directors, as well as liaising with group specialists. In order to successfully fill this demanding high profile role, you need to demonstrate the following qualities:

- Excellent verbal and written communication skills
- Strong academic record; graduate, first time professional passes
- Large company background
- Accountant with 3 years' post qualification experience
- Team player
- Ability to work to deadlines in fast-moving environment

Prospects are outstanding for the successful candidate. To discuss this opportunity in total confidence, please contact Lucy Blakemore on 0161 834 0618 quoting reference 41729. Alternatively send your CV to her at the address below.

FMS, Amethyst House, Spring Gardens, Manchester M2 1EA.  
Tel: 0161 834 0618. Fax: 0161 832 9123.  
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## SENIOR ANALYST

**London** **c.£33,000 + Car + Benefits**


Our client is a leading financial services company, gaining competitive advantage from the strength of its brand and innovative product development. An opportunity now exists for an ambitious individual who is looking for progression within a dynamic environment. With a key part to play in providing reviews of divisional performance and forecasts, you will have significant influence in enhancing senior management's understanding and use of financial and business related information for decision making. A leading role requiring the following skills:

- Superior analytical capabilities to prepare, review and edit reports for the board of a blue chip company
- The ability to communicate effectively at the most senior level and with non-finance staff
- A proven proactive approach combined with the drive to succeed in a fast changing organisation
- Confidence to challenge issues when necessary and take a flexible approach

You will be a qualified accountant (ideally ACA) with a strong academic record and have at least two years post qualification experience, gained in a fast moving environment. The position offers excellent long-term prospects. To discuss this opportunity in total confidence, please contact Richard Anson on 0171 405 4161. Alternatively send your CV to him at the address below.

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## Director of Finance

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Forest Healthcare, a leading integrated NHS Trust, provides a full range of hospital and community services including mental health. This is an excellent career opportunity in a challenging and demanding financial role.

**THE TRUST**

- Serves a population of 300,000 mainly in Waltham Forest, Redbridge and SW and W Essex.
- Major acute hospital at Whipps Cross. Wide range of local health/community/medical centres.
- Turnover £115m p.a. 4,000 employees.

**THE POSITION**

- Executive Board member. Contribute to corporate management of the Trust. Report to Chief Executive.
- Overall responsibility for finance, information services, performance monitoring and estates. Manage central finance team.

Our client is an equal opportunities employer

Please send full cv, stating salary, ref PS60501FT, to NBS, 54 Jerryn Street, London SW1Y 6LX

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## Financial Controller - Group Operations

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**Major Plc**

Key appointment to make a substantial impact on the operating performance of well-established business.

**THE COMPANY**

- Leading distributor of building materials, timber and timber products in both the UK and overseas. Turnover exceeds £1.2 billion.
- Strong commitment to expand the business in clearly defined markets and to generate increasing profits.
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**THE POSITION**

- Full responsibility for all aspects of financial control, budgeting and planning to enhance financial and overall business performance.
- Develop financial awareness and raise standards of financial management throughout the Group.

Ensure delivery of ambitious operating targets. Real opportunity to influence performance and growth plans.

**QUALIFICATIONS**

- Aged 35-42. Graduate qualified accountant, ideally with MBA, with excellent technical financial and management accounting skills.
- All-round business exposure in highly controlled environment. Multibusiness unit and international experience.
- Excellent people and communication skills, strong analytical ability, high energy and drive.

Please send full cv, stating salary, ref B1605A4, to NBS, Berwick House, 35 Livery Street, Birmingham B3 2PB

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In order to sharpen business and strategic skills, individuals will first spend 1-2 years at GE Capital's headquarters in Stamford, Connecticut. Working closely with senior management, they will be involved in a range of major financial projects including acquisitions, integration and re-engineering of key processes. Through a combination of exposure to top-level leadership, involvement in big-impact projects and formal management training and development seminars, individuals gain the expertise to return to Europe to take up a challenging financial leadership role within a GE Capital business.

GE Capital is looking to recruit the very best financial talent across Europe, candidates with 'global brains' who have the capacity to grow with the company. Their most important criteria are absolute integrity, leadership ability, high drive, energy and the ability to be motivated and challenged by a competitive and constantly changing environment. Applicants must demonstrate the potential to move quickly into a senior financial role, have excellent academic credentials and a clear record of achievement within a 'Big 6' practice, a multi national corporation or a combination of both.

GE Capital offers a substantial package which includes accommodation and relocation assistance and their unique corporate culture provides exceptional opportunities for rapid career development for talented individuals.

Interested applicants should post or fax a full CV quoting ref: 162 to the address below. For more information call us on 44 171 242 9191 (weekdays) or 44 181 467 1408 or 44 171 231 8272 (evenings or weekends).

Note: any CVs sent direct to GE Capital will be forwarded to Alderwick Consulting Ltd.

  
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Sony Broadcast & Professional Europe is a market leader in the field of advanced broadcast video, professional audio and business communications products and systems. Our Basingstoke office is the headquarters for Eastern and Western Europe, the CIS, Africa and the Middle East.

Clearly, you must have proven analytical and problem-solving skills, combined with the ability to devise and project manage the application of innovative financial solutions to an international operation. At least two years' post-qualification experience of large multi-currency accounting systems gained in a commercial, multi-site environment is essential. Beyond this, you will need the confident and assertive, yet diplomatic, communication skills to lead a small team and liaise closely and productively with colleagues across the globe. From ensuring deadlines are met without fail to upgrading entire systems, you will have to demonstrate the credentials to drive and manage change in a fast-moving, large and complex organisation.

In return, we offer excellent prospects for career progression backed by a competitive salary and rewards package, including relocation assistance where applicable.

To apply, please write with full CV and current salary details, to: Victoria Bori, Human Resources, Sony Broadcast & Professional Europe, Jays Close, Viables, Basingstoke, Hampshire RG22 4SB.

We are an equal opportunities employer. Applications are encouraged from all people irrespective of race, sex or disability.

**Financial Accountant**

**at the helm of our high-tech multi-national business**

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## European Finance Director

Madge Networks is a dynamic high growth multinational business which has established itself as one of the world's leading I.T. networking organisations. It now has operations in over 50 countries.

World class technology, high profitability and aggressive marketing have enabled the company to achieve explosive growth every year since its formation in 1986. Further dramatic expansion will be generated through heavy investment in new product development, sales and marketing initiatives and acquisitions.

Internal promotion has created a new opening for an ambitious professional to head up the Finance function of the Europe, Middle East and Africa Region. This area of business grew by more than 50% in 1995, achieving revenues of over \$200 million.

Based in the Thames Valley and reporting to the European President, the successful candidate will manage a department of 40 staff and will have responsibility for:

- Strategic and operational business planning and control
- Treasury, tax and financial management of 20 subsidiaries
- Information technology systems development
- Legal and administrative matters

Candidates must be graduate calibre qualified accountants with hi-tech or product based experience and a proven record of managing significant change. Previous exposure to European sales and marketing, and broad European commercial and financial expertise are also essential. Strong interpersonal and communication skills should be combined with an open, innovative and proactive management style.

Applicants should submit a curriculum vitae together with current salary details, quoting reference 29967, to: Peter Ward ACMA, Martin Ward Anderson, Goswell House, 134 Peascoe Street, Windsor, Berkshire SL4 1DS.

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**West Midlands**

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**THE GROUP**

Gruppe Schneider is a £7.6 billion turnover global corporation and a world leader in electrical distribution, industrial control, and electrical contracting, with operations in 130 countries and 90,000 employees. Its UK operations contribute in excess of £250 million to this turnover, generated from three operating divisions with sites throughout the country.

**THE OPPORTUNITY**

An excellent career opportunity now exists for an ambitious finance manager to head up the finance function of the Group's Electrical Distribution Division which has a turnover of £90m and consists of six business units. The position reports to the Divisional Director and has functional responsibility for 18 staff including five qualified accountants. You will be fully involved in the strategic and commercial direction of the division.

**THE CANDIDATE**

The successful candidate will be a qualified accountant aged between 30 and 45 with at least three years relevant management experience gained in a similar role and environment ideally within the manufacturing sector. This is a high profile position with a major group and as such represents a genuine career opportunity for the most ambitious and able of candidates.

Interested candidates should in the first instance send their CV together with details of their current salary, work and home telephone numbers to Jeff Price at ABPM, Redwings House, 9 Bailey Lane, Sheffield S1 4EG. Tel: 0114-278 0011, Fax: 0114-273 8384.

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Our client is a premier global consumer products corporation renowned for a portfolio of internationally branded goods. The Company is committed to a policy of shareholder value growth through core business development, brand innovation and product excellence.



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Against an industry background of over capacity, this successful construction group has experienced profitable growth by virtue of its strong regional presence, specialist divisions and emphasis on quality building.



Finance Director

Budapest £ Attractive Package

EMI Music is a £2.2 billion turnover, global leader in the fast moving and dynamic music industry with some of the world's leading artists signed to its many and varied labels.

As a result of an internal promotion, the Company now seeks to recruit a Finance Director for its Hungarian business.

In addition, they will be expected to get heavily involved in the commercial aspects of the business including the evaluation of acquisition proposals, artist deals and capital expenditure.



Michael Page Eastern Europe International Recruitment Consultants

REGIONAL FINANCIAL CONTROLLER

UK & Nordic Region

BASED IN THE UK OR DENMARK

c. £75,000 + Benefits + Car

With a turnover in Europe of over \$1 billion and world-wide sales of \$5 billion, our client is a major U.S. distributor of electronic components and computer products.

They now wish to recruit a high-calibre Regional Financial Controller with responsibility for a region with an annual turnover of \$400 million.

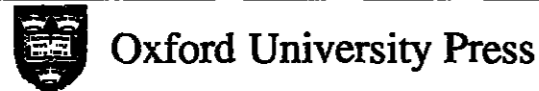
- The management, motivation and development of local finance teams in the UK and in the Nordic Region. Strategic analysis, financial planning and commercial input into long term business development issues such as business re-engineering and implementation of regional treasury and asset management strategies.

The successful candidate will be a qualified accountant or equivalent with substantial commercial experience. You will be fluent in English and ideally one other European language and possess outstanding interpersonal skills.

Interested applicants should write in English to Valerie Laffille or Andrew Livesey, stating current remuneration and quoting reference number UR 0023 at Nicholson International Search and Selection Consultants, Bracton House, 34-36 High Holborn, London, WC1V 6AS.



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FINANCIAL CONTROLLER

Publishing, Oxford based

c. £42,000 plus car + benefits

Oxford University Press wishes to appoint a Financial Controller for its English Language Teaching division.

The Financial Controller will report to the Finance Director and lead a small support team, with most routine accounting functions being provided by a central finance department.

The successful candidate will probably be a graduate qualified accountant, with strong interpersonal skills. A good commercial or professional track record and at least five years' PQE is essential.

Please apply, in writing, with details of current salary, to Mr. D.C. Moody, Personnel Director, Oxford University Press, Walton Street, Oxford OX2 6DP.

FINANCIAL CONTROLLER

Abingdon, Oxfordshire

This is an opportunity to join a small dedicated team for an international telecommunications company which is a global leader in digital and acoustic echo cancellation technology.

You will be responsible for directing and coordinating financial accounting operations. You will review, analyze and interpret all financial and budgetary reports for management to ensure timely and effective decision making.

Our ideal candidate will be self-directed and possess strong initiative. Qualifications include diversified financial and taxation accounting, computer skills and strong communications skills.

Salary level will depend on experience but is expected to be in the range of £27-£31K per annum, plus benefits.

Please apply in writing enclosing a full CV and details of current remuneration to:

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Opportunities also exist in treasury, financial analysis, structured finance, product control and fund accounting. We would be pleased to offer guidance to candidates with experience or interest in any of these areas.

For a confidential appraisal of your potential for career development, please contact Matt Matthew or Ken John at Hudson Shribman, Vernon House, Sicilian Avenue, London WC1A 2QL. Tel. 0171 831 2323. Fax: 0171 404 5773.



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GROUP FINANCIAL CONTROLLER

to £40k + car + benefits Rickmansworth based

PCL Group plc, a leading computer services company is currently seeking a Group Financial Controller.

The Group has expanded through a history of organic growth and acquisition and will continue in a similar vein. The role will hold responsibility for consolidation of Divisional management accounts, cash flows, budgets and forecasts. Statutory accounting, tax planning, audit, and system development responsibilities will also come within the remit.

The successful candidate will be a qualified chartered accountant with substantial service industry experience and the potential for further career development. He/she will also be able to influence at all levels and have strong people management skills setting targets to achieve results through others.

This is a rare opportunity for an ambitious individual to contribute to and share in the profitable growth of the Group.

Please send your full CV detailing what you are able to offer us to: Human Resources Manager, PCL Group plc, Waterside House,

47 High Street Rickmansworth, Herts WD3 1ES

Tel: 01923 771111 Fax: 01923 775190



APPOINTMENTS WANTED

Financial/Commercial Manager

Manufacturing Background. CIMA Qualified. inc Systems Management. Seeks Permanent Position/Assignments.

Write to: Box AS854, Financial Times, One Southwark Bridge, London SE1 9UL

Director of Finance Prague

US Not-For-Profit headquarters in Prague seeks experienced (10 yrs) NFP professional to direct and control all financial and administrative activities of organization with 70 employees (including ex-gratia) and \$9 million budget. The successful candidate will have proven abilities in selecting/developing new accounting, budgeting, management reporting and computer systems. Familiarity with Czech Republic reporting requirements would be a plus.

Reply to: Financial Times, Box # AS849, Number One Southwark Bridge, London SE1 9UL

Handwritten note: 15/5/96









COMMENT & ANALYSIS



Philip Stephens

Divided we stand

Clashes of ego are nothing new in politics but differences over fundamental points of policy are a danger for Labour

Tony Blair is feeling sore. He has prospered amid the discord in John Major's government. Now the airwaves are full of the feuding in Labour's shadow cabinet...

Mr Blair saw the dangers this week at one of those extravagant press launches. He was there to promise a New Deal for a lost generation of unemployed, under-educated young people...

Who was fighting whom in the shadow cabinet? Was Gordon Brown, the shadow chancellor, on speaking terms with Peter Mandelson, one of Mr Blair's closest allies?

Mr Blair's response came through as gritted a smile as I have seen in politics. The stories were nothing and nonsense, drivel, media invention.

Of course, the media is mischievous, frequently prone to hyperbole and, sometimes, downright malice. We are in an age of personality politics.

The process ignores the reality that the parties have always been broad coalitions.

Instead it starts from the absurd but convenient supposition that everyone must agree on everything.

The latest shadow cabinet shenanigans are not to be dismissed so lightly, however.

In part it is about the anticipation of power. Mr Blair is obsessively cautious about the outcome of the general election.

Then there are the long-standing rivalries and jealousies. It is no secret that the shadow foreign secretary, has never been persuaded of Mr Brown's grasp of economics.

Where such clashes of egos and ambitions become dangerous is at the point when they connect with fundamental differences of policy.

So far Tony Blair has been skilful, staying on good terms with all the warring protagonists without playing them off one against the other.

ected deputy but has no departmental portfolio. He must ensure that his voice is heard.

Chris Smith and his spending colleagues are waking up to the realisation that when the shadow chancellor insists on "hard choices" he means it.

These are the big three in Mr Blair's shadow cabinet. They know about power. And they want it. One of those who watches them week by week says that, together, they behave like three...

The tension between Mr Mandelson and the shadow chancellor has different roots. Mr Brown feels that Mr Mandelson was less than loyal in the leadership struggle which followed the death of John Smith.

How this all develops will depend on Mr Blair. So far he has been skilful, staying on good terms with all the protagonists without playing them off one against the other.

But the Blair/Brown axis remains the closest alliance in the shadow cabinet. On the central questions of economic management there is not a cigarette paper between them.

Indeed, it would be an odd objective to aim at. This is our continent. We, as Europeans, have at least as strong a stake as the US in securing stability and prosperity in a part of Europe which has been a victim of the break-up of the cold war order.

LETTERS TO THE EDITOR Number One Southwark Bridge, London SE1 4HE

'Shock therapy' works, if properly implemented

From Dr. A.N. Ilarionov. Sir, Prof Georgy Skorov attempted in his letter of May 7 to prove that a gradual approach to economic reform is superior to the shock therapy applied in Russia.

choice of "rapid reforms". Hungary moved gradually, but government spending is still so high its budget deficit has jumped to 9 per cent of GDP.

Names must face gamble

From Mr James Hodgson. Sir, Your leader "Recovery path at Lloyd's" (May 13) is a shameful piece of Lloyd's propaganda. In reality the offer benefits only Lloyd's operators because it is their only face ruin if the external Names give it the thumbs down.

Proposals for dealing with crime miss root of problem

From Mr Geoff Rayner. Sir, I read Michael Prowse's article "Paying for crime" (May 13) with great interest, though with little enthusiasm for his recommendations.

ACQUISITION FINANCE HOUSE OF THE YEAR. Includes logos for Walmsley's, LINEAR, Eversholt LEASING, GOLDEN WONDER, BRITISH ALUMINIUM LIMITED, ITNET, Great Western, and The Royal Bank of Scotland Acquisition Finance.

Europa - Pauline Neville-Jones Don't blame the Europeans

Claims from the US that Europe is moving towards partition in Bosnia are offensive. Sometimes sideswipes between policymakers find their mark even if those on the receiving end are reluctant to admit it.



Europe's burden: a Swedish peacekeeper near a Tuzla minefield

First, he claims that certain (unnamed) European officials, while apparently continuing to support the objectives of the agreement, are "privately writing off Dayton's political provisions and preparing the ground for de facto partition next year".

resumption of fighting. Europeans want the Dayton agreement to succeed on its own terms and are making very considerable efforts to this end.

operate autonomously. Second, we wanted the top job to go to a European - a not unfair objective, given the proportion of the effort likely to fall this side of the Atlantic.

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COMMENT & ANALYSIS

FINANCIAL TIMES

Number One Southwark Bridge, London SE1 9HL  
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Friday May 17 1996

# A risk-free asset

The US Treasury's decision to issue inflation-protected bonds is a sensible practical step, long advocated in these columns.

If properly constructed, indexed treasuries will serve a number of purposes. They will provide as close to a risk-free asset as dollar-denominated investors are ever likely to get - a benefit for pension funds as well as the individual investors at whom the new issues are apparently to be targeted. They will save a significant amount of money, based on UK experience as much as a full percentage point of debt service.

By offering a guide to the market's implicit expected inflation rate, they provide an additional tool for setting monetary policy. And by establishing a form of US government borrowing in which the nominal interest rate rises when inflation increases, they remove the attractions of default-through-inflation for at least some of the government's debt.

There are two cautionary notes to sound, however. The first is the importance of getting the details right - in the structure of the instruments, the issuance techniques, the choice of inflation index and even such minutiae as the timing of the indexation adjustment. The eight-month lag in the adjustment of UK indexed gilts is an undoubted drawback, for example.

The second is that such instruments, however attractive they may be to the government issuer, to the monetary policymakers, and to the cautious long-term

investor, will not get Wall Street's juices flowing. Today's bond investors look for capital gains as much as yield, and they thrive on turnover and on the abrupt swings of sentiment sparked by short-term changes in inflationary expectations. An ancillary industry of stripped and other exotic variants has been created.

Against such a background, an index-linked instrument is by definition a boring asset. Just as UK index-linked gilts tend to vanish into long-term portfolios, rarely to emerge, US inflation-protected treasuries will also change hands less often than conventional bonds. Hot-shot money-managers will rarely trade them; gurus will rarely be heard singing their praises. They will form a portion of some of the duller portfolios, and feature in the worthier analyses of inflationary expectations and monetary policy.

None of that need matter. As long as there is just enough trading activity - as there is in the UK - to create the perception of an adequately liquid market, the US government will be able if it chooses to issue a steady flow of inflation-protected instruments. In the UK, the proportion has now risen to more than 15 per cent.

Such a scale of issuance is more than enough to achieve worthwhile savings on government debt, to meet the needs of those investors for whom inflation protection is important, and to provide a helpful signal for monetary policy. The new instruments deserve a warm welcome.

# Memory loss

Anniversaries are either much celebrated or studiously avoided in modern China. May 16, the day recognised as the start of the Cultural Revolution in 1966, was an avoided anniversary yesterday. The Cultural Revolution was the Years of Chaos orchestrated by the Gang of Four, or at least they are the slogans used by the Communist party to explain away responsibility for the tragedies which touched hundreds of millions of Chinese. The truth of the period is hidden behind the shame of the persecutors and the silence of the persecuted, which includes the many stripped of dignity, if not actually physically abused.

In an era when reputation has become unfashionable, it is difficult to imagine the motives of Mao Zedong in his quest for a "permanent revolution". He allowed the growth of a grotesque cult of personality that gave supernatural powers to surgeons or factory workers who allowed the Little Red Book to guide their hands. The revolution turned out to be temporary, but the scars of the social manipulation have yet to heal. The Communist party is still unable to confront the past. One reason for that reticence is the survival of elderly leaders whose reputation would suffer if their role during that decade was subject to the harsh light of critical scrutiny.

The prospect of a South African-style Truth Commission to sort out the past would also be unacceptable to many other Chinese. Part of the truth is that the chaos of the period was a cover for the settling of old personal grievances or a sudden career opportunity for the ambitious. Then there is the torment of memory suffered by millions of honourable individuals who witnessed injustices but did not intervene.

Along with personal credibility, the Communist party and its ideology were undermined, opening the way for the economic reforms which have provided life chances most Chinese would have thought unimaginable in 1976, when Mao died and Deng Xiaoping began to rebuild his profile within the party. The economic liberalisation was quickly obvious to a deprived people who had been told that it is "better to be red than expert" and were offered slops in grim communal kitchens.

But the remarkable development of the last two decades has taken place in a country yet to come to terms with its immediate past. Academics are permitted narrow fields of study that keep the Communist party out of firing range. Makers of films, at least those screened in China, are able to show some of the suffering without seriously addressing its causes. China needs to look at itself in the mirror. Without that self-examination, a country that survived the Cultural Revolution will struggle to cope with the social consequences of the present cultural revolution.

# Dole's surprise

A year ago anyone wishing to place a bet on Bill Clinton's reelection could have done so at very favourable odds. Then there was a moment in early March when many pundits were close to writing off Bob Dole's bid for the Republican nomination. In the event he secured the nomination, but in the last few weeks it has become fashionable to speculate on the number of Republican senators and congressmen he will drag down to defeat with him.

To say that Mr Dole's renunciation of his Senate seat has now put him back in the race would be wrong, for two reasons. First, it is not clear yet that this move has changed the dynamics of the campaign. Secondly, it was premature to assume that Mr Dole was out of the race before he made it.

Mr Clinton, it is said nowadays, is an indifferent president but a superb candidate. But the two functions are not really separable. If he now appears a strong candidate, that means voters think he is not such a bad president after all, at least when measured against available alternatives. Conversely, if something goes badly wrong with his presidency between now and November it is eminently possible for him to lose.

What is wrong with Mr Dole? He is old. He is a quintessential Washington insider. He often mumbles incoherently when an inspiring soundbite is needed. And this sporadic aphasia clearly reflects unwillingness, or inability, to take clear positions on issues - such as abortion - which sharply divide his own party.

Those are real weaknesses, but they are not of the type that would stop voters turning to Mr Dole if Mr Clinton again began to look hopelessly incompetent or disreputable - if, for instance, growing numbers of US soldiers were killed in an apparently uncontrollable degeneration of the Bosnian peace process; or perhaps if the Whitewater affair took an unfavourable turn. Even then, Americans might be reluctant to confide their destiny to someone seen as an extremist, like Barry Goldwater in 1964 or Pat Buchanan now. But they would probably turn with relief to Mr Dole as a man of sound moral character and long experience, whose natural home is clearly on the moderate wing of his party.

In breaking away from the Republican majority in Congress, now seen as extreme and fractious, Mr Dole has done something necessary, though not sufficient, to revive his candidacy. In resigning not only the majority leadership but his Senate seat, he has for once caught the public imagination with a grand gesture, and so regained the initiative at least momentarily. And with the help of a new speechwriter he also showed that he can sometimes strike the right note. He is not "back in the race". He has reminded us that the race has nearly six months left to run.

**Apple: too small a slice of the pie**

Source: FT Econ, Dataquest, Datastream

**Hard disk**

**To be filed**

**Wastebasket**

# Amelio's Apple turnover

After 100 days in the job, the chairman has now set out his radical survival plan for the ailing computer company, writes Louise Kehoe

**G**il Amelio means business. After 100 days at the helm of Apple Computer, the struggling personal computer industry pioneer, he is imposing some old-fashioned discipline in a company renowned for its counterculture.

Deliberately flouting Apple's vaunted casual dress code - which created the "business casual" fashion - the chairman comes to work in a conventional suit and tie. It is a signal to Apple's employees, he says, that it is time to "get serious about running our business".

The changes, however, go far beyond trading T-shirts and jeans for pinstrips. This week, Mr Amelio announced a reorganisation of Apple's operations into divisions that will each be responsible for their own financial performance.

"A year from now, Apple is going to be a very different company... noticeably different," he says.

His most important priority is to return Apple to profitability. Last month the company reported losses of \$740m (\$488.80m) for the quarter to March 29, including a \$388m write-off of excess stock and a series of restructuring charges. Sales, at \$2.2bn, were down 18 per cent from the same period last year.

Mr Amelio, formerly chief executive of National Semiconductor and a member of Apple's board, was drafted in to lead the company in February, after the departure of Michael Spindler, who took the blame for Apple's decline.

As he tries to knock the company back into shape, Mr Amelio spares few punches. "Apple is at a crossroads," he says. "One road leads to prosperity... [the other] a slow decline into irrelevancy."

The outcome will depend on "how well this organisation can... set

aside individual agendas and united rediscover the elements of greatness that led us to the forefront of this industry."

Such comments reflect his wish to change the culture of a company where employees have felt free to question management decisions - or even defy them. Now he is insisting on a more conventional approach to management, in which managers respond to his edicts.

Those who have business dealings with the company have already noticed a difference. "In the old days at Apple, you had product managers who would veto what the CEO said, but not any more," says Mr Alan Lefkow, chief executive of Farallon Computing, a developer of PC application programs.

One of Mr Amelio's edicts has streamlined the company's Macintosh product line, which represents about 80 per cent of revenue. The range of some 82 products is to be cut to about 40 during the next 12 weeks. "After that, I will set a new (lower) target," he says.

By eliminating multiple products with differing circuit-board designs and components, Apple will reduce total costs by 15 per cent, he says.

The decision may help improve profit margins, but nonetheless it is controversial. In the past, the company has offered a wide range of Macintosh models aimed at particular segments of the PC market such as education - the range will now have to be much smaller.

Apple may also lose the ability to respond quickly to the development of new components such as faster microprocessors or higher-capacity disk drives by adding new models to the range. This would put it at a disadvantage in competing with leading manufacturers of PCs running Microsoft Windows which typically upgrade products at least

twice a year. Another of Mr Amelio's edicts has been to stop Apple software developers working on projects that compete with those of independent companies developing Macintosh software. This is designed to boost third-party development of new programs for the Macintosh, which is critical to Apple's success.

As a further attraction to the independents, Mr Amelio told a gathering of some 4,000 software developers on Monday that during the next 12 months he will spend \$20m on co-marketing programs with them. In return, Apple will be seeking commitments that they will release new programs for the Macintosh simultaneously with versions for competing Windows PCs, instead of several months later as is often the case now.

**H**owever, this will increase Apple's dependence on software companies which have preferred to put most of their resources into developing programs for Windows PCs, which account for more than 90 per cent of the world market.

It also raises questions about Claris, Apple's successful software division which produces programs for both the Macintosh and Windows PCs. Asked whether it will be sold, Mr Amelio simply says: "We are considering all options."

Industry analysts point out that the only sure way to win software developers' support is to increase the potential market for their programs. The company will do this, Mr Amelio says, by "aggressively licensing" its Macintosh technology to other computer manufacturers.

However, this has been Apple's stated policy for more than a year - and only a few small computer

# OBSERVER

## Old man tributaries

■ Times were that Republicans were an endangered species in Mississippi. But it has been the most Republican state in the union for more than 20 years, and Bob Dole's departure from Congress underlines just how important its personalities have now become to the Grand Old Party.

The principal contenders for his job as majority leader are the two Mississippi senators, Trent Lott, now Dole's deputy, and Thad Cochran. Chairman of the Republican national committee - and hoping to do for Dole what the late Ron Brown pulled off for Bill Clinton in 1992 - is Haley Barbour, whose accent is equally unmistakable.

There may be a little bit of animus between Lott and Cochran. Though both were first elected to the House in 1972, Cochran graduated to the Senate in 1978, 10 years before Lott, only to be overtaken in the party leadership hierarchy by his junior colleague.

Of course, if Cochran decides that he wants to play it rough, he could choose to remind all and sundry that Lott's best known protégé from his days in the House is a certain Newt Gingrich, the Speaker and probably the most unpopular Republican in the country.

## Muscle-bound

■ It seems that there is now a thriving collectors' market for Olympic memorabilia.

A silver medal from the 1904 games is now worth at least \$15,000, while one of the rarest artifacts - a handwritten, coloured and bound book on the 1938 Olympics, from the library of a certain Herr Schickelgruber - has changed hands for almost \$10,000.

Not that the world of commerce is intruding upon the clean-cut, first-to-breast-the-tape amateurism of the games themselves. Well, not much. So we may perhaps excuse the Atlanta Olympic committee for offering a limited-edition set of five gem-encrusted Olympic pins for \$50,000, or tempting us with an 18-carat gold Theo Faberge egg, at \$5,000.

Next thing you know they'll be flogging a platinum-studded statuette of some hairy weightlifter. Purely in the interests of sport, you understand.

## Miraculous Mikhail

■ Oh dear, you would think he'd have more commonsense. Out on the campaign trail for the Russian presidency is Mikhail Gorbachev. You remember the guy - burly, big smile, prominent birthmark. Nobel Peace prize winner 1990... you know, that bloke who ran the Soviet empire until Boris Yeltsin shouted at him.

Anyway, despite the fact he lacks the support of a major party - and is expected to poll at most two per cent - Gorbachev is trying to become the president, elections for which are scheduled for June 16. He should sack his speechwriter - or maybe hire one.

In Krasnogvardeisk yesterday - in the heart of his native Stavropol region - he came in for some fierce barracking. All part of the cut-and-thrust of democratic life, you might think, but Gorbachev obviously got a bit flustered. "I will fight to the bitter end and will not withdraw my candidacy, even if I am crucified," he told his hecklers. "Some of you are so overexcited your hands are trembling. It reminds me of Jesus Christ on the way to Golgotha, when people spat at him," he added.

And the election is still a month away.

## Hell hole

■ A recent arrival at the gates of Hell was surprised to find that while there was only one heaven there were two types of damnation - communist and capitalist.

As a former banker, he decides to opt for the latter, and is handing over his gold cards and mobile phone when it rings one last time.

It is a call from his father, a former stockbroker, advising his son to think again and join him in red Hell. The son is suspicious and wants to know why the communist version is so much better.

"It may not be paradise, son, but the gas and electricity have been off since last Wednesday and the central committee are still working on a five-year plan for pitchforks, even though it is over 20 years since Khrushchev checked in."

## 50 years ago

Plan for India

The plan for a union of India which was announced yesterday may or may not provide the means of breaking the deadlock between Congress and the Muslim League. Time will show. But the plan itself shows quite clearly that we, the British, intend to leave India to her own guidance as soon as possible, and is, therefore, a major event in British history. It marks the beginning of the end of that intimate association which has been for so long a cornerstone of the Empire, and from which both this country and India have gained much.

Chancellor on City Yardstick

Second reading of the finance bill in the House of Commons - Declaring that the Chancellor of the Exchequer [Mr Dalton] seemed to have no respect whatever for economy, Mr. Brendan Bracken (who wound up for the Opposition), said we had an inflated Budget, an inflated currency, and an inflated Chancellor. (Laughter.) So far the Chancellor's proposals had been no check on inflation. They called him in the City of London "The Casino Chancellor." (Laughter.) At least they did until yesterday, but after the muddle he had created by the new issue of Savings Bonds gamblers were less happy about their hero.



17 May 1996

FINANCIAL TIMES SURVEY

PRIVATE EQUITY INVESTMENT

MANAGEMENT BUY-OUTS

Healthy supply of deals for investors

Although many good businesses have become available for purchase as a result of corporate restructuring, too much money in pursuit could lead to over-heating. Richard Gourlay reports

On the face of it, there is a familiar appearance to the management buy-out business. More money has been raised in the past few years than ever before. And more is being put into companies - the £28bn invested in the last four quarters is a record, and higher than in 1989 when the market last hit a peak.

On the supply side, the fashion for corporations to slim down to their core businesses shows no sign of abating. This, taken together with a high level of corporate mergers and acquisitions - which tend to lead to the sale of businesses that do not fit in with the new organisations - means the supply of deals for investors to pick over remains healthy.

There is no flaw in the logic that drives the business. Few people would now argue that the purchase of businesses by existing and new management is not potentially a powerful rejuvenating force. What is more, there are clear signs that the businesses continue to flourish once floated.

According to a newly-created index set up by the Centre for Management Buy-out Research at Nottingham University, buy-out companies floated since the end of 1994 have recorded an increase of 28 per cent, compared with an 18 per cent increase by the Hoare Govett Smaller Companies Index over the same period.

It could be argued, therefore, that a large, slowly maturing business sector is continuing to do what it has done to great effect for much of the 1980s. First of all, it continues to revitalise parts of the British economy that the nation's big corporations have failed to reach. Secondly, particularly in smaller transactions where the

country's largest private equity investor, 3i, dominates. MBOs provide other parts of British industry with development capital at a time when they lack access to public markets.

But there are some problems with this Elysian vision. For a start, the weight of available money has risen at a faster rate than the number of potential transactions. While considerably less capital was raised in 1995 than in the record fund-raising year of 1994, there is no shortage of funds. Inevitably, this has nudged up the prices at which deals are being completed.

The consensus among the most experienced denizens of the industry is that the market is in danger of over-heating - as it did in 1989, with disastrous consequences - but that it has not reached that stage yet.

Mr Robin Hall, managing director of Cinven, the venture capital company and the most active investor after 3i in 1995, describes the market as "buoyant". Mr Stephen Curran, managing director at Candover, a leading buy-out specialist, says that "activity levels are high, as are some prices".

Mr Mike Stevens, corporate finance partner at accountants KPMG, is less circumspect. Whereas in 1994 few vendors of companies would have received a multiple of 12 times earnings for their businesses, purchasers are now paying up to 14 times. There is therefore much less scope for floating these companies at higher prices. Financiers have to be much clearer about the business's ability to increase its earnings.

Then there are American leveraged buy-out funds, some

of which are taking an interest in large deals at high prices. "KKR [the US leveraged buy-out specialist] did the buy-out of Reed regional newspapers (from Reed Elsevier, the Anglo-Dutch group, for £200m) and knocked the socks off local investors, not to mention trade buyers," says Mr Stevens.

Another growing risk is that large investors are syndicating fewer of the transactions they lead, and less often. This follows 3i's decision to manage funds it has raised from institutional investors alongside which it invests. So far, it has raised £175m of capital in this way for investment in MBOs and MBIs with a value of more than £10m.

The move into fund management not only demonstrates an increasing focus on activities that have a direct benefit on earnings. It also means that 3i is no longer such a large net supplier of transactions to the syndications market - an act of largesse forced on it by its policy of not taking majority stakes in companies it backs, and one that was rarely fully reciprocated by competitors.

Mr David Shaw, managing director of NatWest Ventures, says there is therefore a tendency for investors who find deals they like to hang on to them. The best example of this was one of the year's largest transactions, the Charterhouse financed buy-out of Porterbrook Leasing, the railstock company. Charterhouse provided £75m of equity for the transaction which had a total value of £627m, but kept the entire transaction on its books. A few years ago it would have syndicated the transaction, says Mr Gordon Bonnyman, Charterhouse director.

Of course, from a portfolio risk point of view, retention of more of the larger deals is another reason for concern because portfolio risk will slowly be spread across fewer



larger transactions.

Another new trend that highlights increased competition is the growth of a secondary market in MBO investments. These involve one MBO financier buying out another because the second has had to return funds it has raised before it could find a way of realising its investment. Often the acquirers of these assets are longer-term investors, such

as NatWest Ventures, which last month bought Causeway Capital's stake in Sheffield Forgemasters.

While competition among equity investors has been hotting up in the UK, it was always thought that continental Europe would provide a new market. It may still one day become significant, but the pace of development has disappointed some UK-based investors.

"European companies are overweight and massively in need of a re-do," says Mr Bonnyman. "They are exactly where Britain was a dozen years ago."

But according to Initiative Europe, which monitors European buy-out activity, and the Centre for Management Buy-Out Research, continental European buy-outs reached only £3.6bn in 312 deals in 1995,

compared with £4.5bn from 413 deals in 1994. In the UK, the 1995 figure was £5.5bn.

Continental European mid-sized transactions present a less gloomy picture. In the German and Dutch markets, the numbers of transactions rose. But in none of the large continental markets did value increase.

There is, however, a glimmer of the potential in Germany.

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Production Editor: Philip Sanders

Initiative Europe says many more transactions are derived from large corporations selling subsidiary or non-core businesses whereas in the past most investment was in the buy-out of family-controlled companies.

If this indicates that Germany is embarking on a spate of corporate restructuring, MBO funds could be about to

Continued on Page 2

<p>£184,500,000 BUY-OUT AND RECAPITALISATION OF <b>OUEXCO LIMITED</b></p> <p>Equity jointly led, arranged and underwritten by 3i Partners HSBC Private Equity Prudential Venture Managers</p> <p>Date announced: 1995 Advised: 1995 Transaction led and arranged by 3i Partners &amp; Co</p> <p>HSBC Private Equity</p>	<p>£82,000,000 RECAPITALISATION OF <b>INNEXA</b></p> <p>Structured, Led and Equity Underwritten by HSBC Private Equity</p> <p>Equity provided by HSBC Private Equity, Lloyd's Development Capital</p> <p>Advised: 1995 Transaction led and arranged by Lloyd's Bank Acquisition Finance</p> <p>Advised: KPMG Corporate Finance, Clifford Chance</p> <p>HSBC Private Equity</p>	<p>£11,400,000 MANAGEMENT BUY-OUT OF <b>BRITISH PAPER LIMITED</b></p> <p>Structured, Led and Underwritten by HSBC Private Equity</p> <p>Date announced: 1995 Advised: 1995 Coopers &amp; Lybrand Corporate Finance, PricewaterhouseCoopers, Deloitte Haskins &amp; Sells</p> <p>HSBC Private Equity</p>	<p>TOTAL FINANCING OF £140,000,000 MANAGEMENT BUY-OUT OF <b>ERVAN CONTRACT HIRE</b></p> <p>Structured, Led and Equity Underwritten by HSBC Private Equity</p> <p>Advised: 1995 Transaction led and arranged by 3i Partners &amp; Co</p> <p>HSBC Private Equity</p>
<p>TOTAL FINANCING OF £10,100,000 JOINT VENTURE WITH <b>RODOVIA DE LISBOA</b></p> <p>Advised: 1995 Transaction led and arranged by 3i Partners &amp; Co</p> <p>HSBC Private Equity</p>	<p>TOTAL FINANCING OF £12,092,000 ACQUISITION OF <b>FRIM</b></p> <p>Structured, Led, Arranged and Underwritten by HSBC Private Equity</p> <p>Advised: 1995 Transaction led and arranged by NatWest Markets</p> <p>HSBC Private Equity</p>	<p>£25,000,000 EMPLOYEE BUY-OUT OF <b>BRITISH PAPER LIMITED</b></p> <p>Structured, Led and Arranged by NatWest Ventures</p> <p>Advised: 1995 Transaction led and arranged by 3i Partners &amp; Co</p> <p>HSBC Private Equity</p>	<p>HSBC Private Equity is pleased to announce the \$146,900,000 FLUTATION OF <b>CHIREX INC.</b></p> <p>Chirex Inc. is a company formed by the merger of the Management Buy-Out vehicle of Sterling Organics Limited and SuperChem Inc., a subsidiary of Stryker Inc.</p> <p>Structured, Organized</p> <p>HSBC Private Equity</p>

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Growth of the Bought Deal: by Christine Moir

## Shift from tradition

Industry sources claim that the IBO has significant advantages for vendor companies

The Centre for Management Buy-out Research at the University of Nottingham's School of Management and Finance has a new column in its annual survey of activity in private equity finance. For the first time the figures for 1995 (published in the third week of April) include 16 buy-outs, costing a total of £1.5bn, identified as Investor Buy-outs (IBOs).

Dr Ken Robbie, research fellow, confirms that the centre, which this year celebrates its 10th anniversary as the leading academic focus on private equity finance, has observed a shift away from the traditional pattern of buy-outs initiated by management.

Today, companies wanting to divest themselves of a division are increasingly likely to sell it directly to a funding institution, usually by way of auction.

The institution is then free to back the incumbent management to run the newly-independent business, to bring in outside management or to use a mixture of both. It can also choose whether to give management a piece of the action, by way of an equity stake.

Dr Robbie observes that this structure, also known as the Bought Deal or Finance Purchase, marginalises the management. So far, the number of recorded IBOs is relatively few compared with a total number of MBOs and MBIs for 1995 of 577 with a total price of £5.36bn. But the numbers are multiplying.

In any case the recorded numbers are likely to significantly under-estimate the true level of IBOs completed. Industry sources claim they are notoriously difficult to define: a more realistic appraisal is that they are difficult to identify from outside unless vendor and funding institution volunteer details of the structure of the deal.

Funding institutions are reluctant to reveal themselves as the principals in Bought Deals for fear of being thought

to have over-ridden the management which they in fact support, or because they may be accused of impersonal financial engineering with a short-term horizon.

In fact, they are mostly responding to changes in the requirements of divesting companies. In the mid-1990s, MBOs were mostly driven by management's urge for independence. But, as Dr Robbie has noted, parent companies sooner or later began to chafe against what they saw as the drawbacks of a closed shop. Once convinced that management would not give them "top dollar" without competition, they looked for alternatives. An auction system was an obvious choice, not with management pitted against all-comers, but with City of London institutions competing against each other to provide finance up front.

Industry sources claim that the IBO has other significant advantages for vendor companies. It eliminates the need to negotiate directly with management which the parent board often feels could have a conflict of interest. Indeed, it avoids having to take a decision on whether the management is fit to run the business independently.

Mr Martin Gagen, 3i's director of UK investment operations, says parent companies find that judgment difficult, some routinely under-estimating others over-estimating management's experience and capabilities.

Above all, the Bought Deal provides certainty. Traditional MBOs are nail-biting events with the parent company left wondering until late in the day who will back the management and at what price. Mr Gagen says: "In an IBO, the vendor knows the price is a good one. He also knows the identity of the buyer and therefore that the business is going to a good home not a break-up merchant."

It is also claimed that the clean up-front purchase by an institution provides continuity throughout what can be a protracted process. In traditional MBOs, managers frequently find the process of becoming independent distracts them from managing the business, which suffers as a result.

Dr Robbie identifies another driving force behind the growth of IBOs: a more proactive approach by venture capitalists towards getting businesses. "They no longer rely on people knocking on their doors. They now go out of their way to establish links with major PLCs so that, as and when divestment becomes an issue, they are involved at an early stage."

3i confirms that while it still carries out many traditional MBOs (especially those below £10m conducted through its 18 regional offices) the increasing competition among funders to provide finance for buy-outs is intensifying the pressure for Bought Deals and other externally structured arrangements.



City of London institutions compete to provide finance up front

CASE STUDY Lloyd's of London Press

## Deal was half MBO and half IBO

Venture capital financiers are sensitive about having their deals described as Investor Buy-outs, Finance Purchases or Bought Deals. This makes their intervention look, they argue, like short-term financial engineering, aimed at an early exit after asset-stripping or break-up.

Their protestations have some force. Most first-generation, pure MBOs also sought a natural medium-term exit over three to five years by way of trade sale or flotation. But the terms IBO or Bought Deal are useful to describe a development from management-initiated deals to ones effectively negotiated between vendor (director) and a financial institution with management much less central if not marginalised.

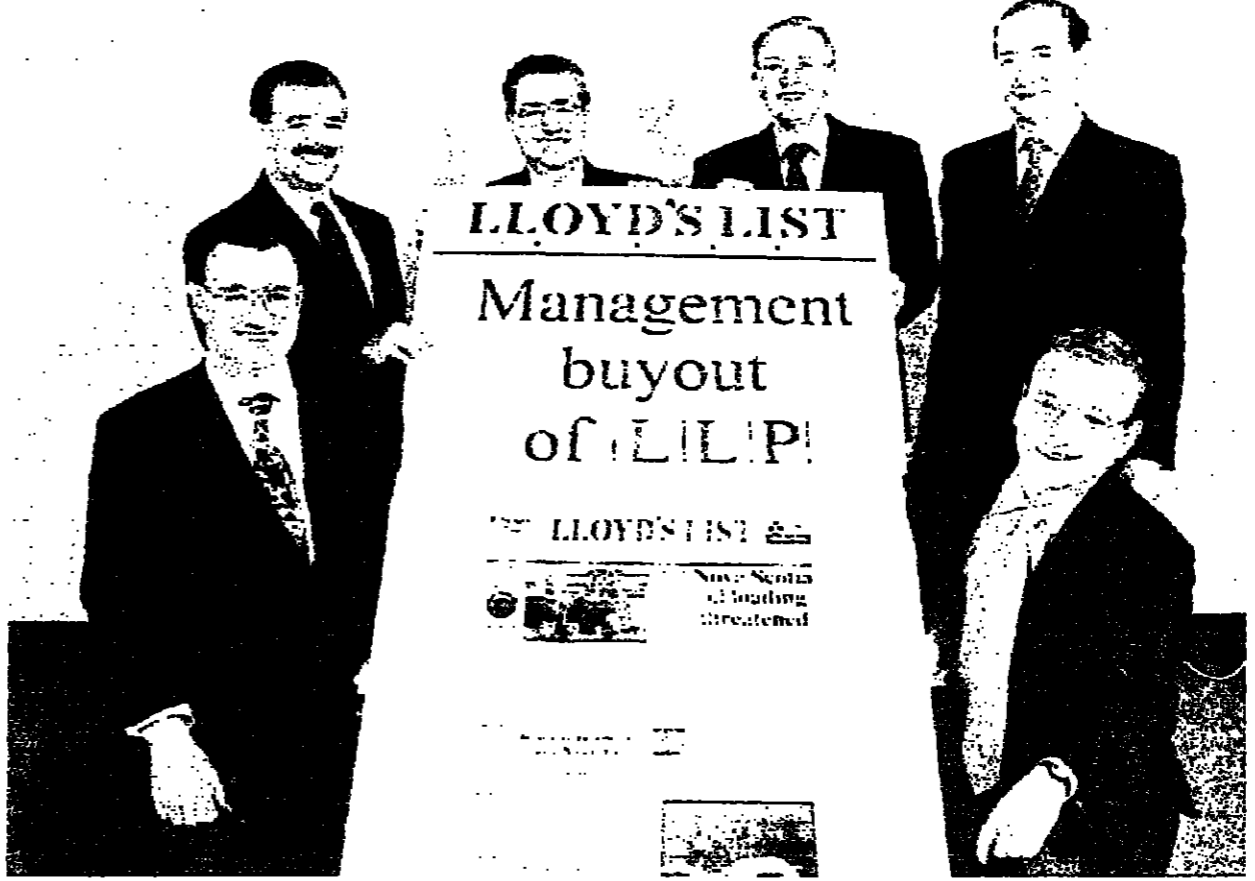
One recent example, half way between a traditional MBO and a full-scale IBO (with elements of an MBI at a second phase) was the buy-out of Lloyd's of London Press from the troubled insurance market in December last year.

The key to the deal was 3i, the UK's first purpose-built venture capital financier, set up by a consortium of clearing banks in the 1960s but floated on the market in recent years.

In the late 1980s, the management of Lloyd's of London Press - whose premier publication is Lloyd's List, the daily newspaper of the shipping and insurance industries - was strengthened under Mr Iain Lindsay-Smith, imported from the Observer where he had been managing editor. As the team turned LLP round from losses to a solid profit of £8m by 1995, it wanted to distance itself from the problems, scandals and rows in which the Lloyd's market was entangled.

However, it saw that its business was intimately connected with the market where, it believed, the establishment had put a possible sale on the back burner.

Enter 3i. During 1995, when Lloyd's was becoming desperate to raise money from



Buy-out team: Coopers & Lybrand had a list of venture capitalists but 3i was able to exploit its relationship with the management and Lloyd's Council

any source to help fill the abyss of losses, Mr Nick Martin of 3i checked with an insurance market acquaintance the accuracy of newspaper speculation that LLP was being sized up for sale. It was. He first met the Lloyd's board, then the LLP management who appointed Coopers & Lybrand to advise them on where to look for funding for a buy-out.

With less than a week's warning, the deal went to auction in early winter. Lloyd's needed the best price it could achieve. Trade buyers were falling over themselves to pick up the prestigious Lloyd's List title. Coopers had a short list of venture capitalists to lay before the management.

In the event, 3i was able to

exploit its advance relationship with both management and the Lloyd's Council to win the day. For the management it offered rock solid equity financing (£75m of the total price of £82.5m was to be in shares, freeing LLP from an unsupportable debt-servicing burden). To Lloyd's it offered certainty. 3i structured the buy-out so that it negotiated with Lloyd's as principal. In other words, it offered a Bought Deal, bypassing the uncertainty of a traditional MBO where no one can be sure until the last moment whether the management is in a position to close the sale.

The buy-out was completed two days before Christmas. Management was out in on generous terms for 25 per

cent. 3i took 70 per cent for providing the equity (although it later syndicated all but £15m of that to prominent venture capital operations such as NatWest Ventures, Mercury Asset Management and CVC - itself an MBO from Citicorp). Intermediate Capital Group which underwrote all the mezzanine finance received a 5 per cent equity kicker.

Senior debt was supplied by Samuel Montagu which also later syndicated much of it to Banque Paribas, Bank of Scotland, National Westminster and the German banks Dresdner and BHF.

Last month, there was a codicil to the deal, underlining just how far it was from a basic MBO. 3i arranged for Mr Stuart Wallis

to take over as non-executive chairman. Mr Wallis was not part of the LLP management team. He had stepped down in March after 16 months as chief executive of Fisons where he had doubled the share price before selling it on to Rhône Poulenc. Prior to that he had worked at Hestair, Octopus Publishing and Bowater (now called Rexam). Mr Wallis was known to LLP's management from his Bowater days and Mr Lindsay-Smith enthusiastically supported him for the chairmanship. Nevertheless, the circumstances of his appointment reinforce the impression that the LLP buy-out was an IBO by 3i.

Christine Moir

# £4 Billion

of deals led.

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CHARTERHOUSE

## 4 MANAGEMENT BUY-OUTS

## CASE STUDY Ferranti Technologies

## State-of-the-art nuggets

The Cairo and Orm Mills - on the road to the Ferranti moors on the edge of Oldham - are typical Lancastrian monuments to yesterday. Redbrick, multi-storey and flat-roofed, they look like the one of the last places on earth to find a state-of-the-art high technology business.

This was exactly what Mr Trevor Tuckley thought two years ago when Arthur Andersen, the accountancy firm, first put him in as chief executive to prepare the business for sale. Yet he ended up buying into it as leader of a "Bimbo" - a buy-in, management buy-out.

As he puts it himself: "If I had come as an outsider and looked over the wall, I would have walked away. But once I was inside and was able to talk to customers, employees and look at the business's strengths, I realised there were some nuggets in this lot."

The business is now known as Ferranti Technologies and it was formerly the components manufacturing arm of the Ferranti International group.

The group was ruined by one of the largest corporate frauds in history and had to be broken up and sold piecemeal in order to be salvaged.

The Oldham operation was the last part of the group to be disposed of when Mr Tuckley and his team completed the deal to buy it in December 1994.

Mr John Talbot and Mr Murdoch McKillop of Arthur Andersen, the joint receivers of Ferranti International, sold most of the group to big names in the defence industry. Ferranti's core defence activities went to GEC. Other parts were sold to Thomson CSF, the French electronics group, and Matra Marconi, the joint venture between GEC and Matra of France.

The Oldham factory, however, became an orphan in this process. It makes sophisticated equipment for many of the main defence contractors, including competitors such as GEC and

British Aerospace. None of the giants would have been happy about it being owned by one of the others and controlling everyone else's component supplies. Selling to a customer was therefore ruled out: it needed to be owned independently, but by someone who understood the defence industry and the esoteric demands of the business's customer base.

Two years ago, however, the business was in no condition to be sold as a stand-alone item. It functioned merely as a branch factory within the group, doing what it was told from afar, with an incomplete management team and little control over its own unit costs.

Mr David Platt, one of the buy-out team - who joined Ferranti from university in 1983 - says: "This was a Cinderella company. We were a tiny part of large group. We were last in the queue for investment. When we needed a new 'clean room' for dust-free manufacturing, for example, we got a second-hand one with an obsolete air conditioning system that only one member of staff knew how to keep going."

"When cash became an optional extra in Ferranti International after the fraud, we went from mediocre to appalling in no time at all."

Fortunately, however, the company's products are militarily crucial, including battle computers and electronic processors, specialised gyroscopes, air data probes that measure a fighter aircraft's speed, inertial navigation equipment, missile components, and rigs for testing whether missiles will work when fired.

So suppliers and customers - led by GEC, the UK Ministry of Defence, the US Department of Defense, and British Aerospace - took a long view and kept giving credit or paying on time to keep the business afloat.

"Things actually improved when Ferranti International went into receivership in December 1993 because the

business started to be run on the assumption it had to learn to stand on its own feet. This included cutting over-staffing: job numbers had already declined from a peak of 1,200 to about 1,000; another 400 went in the first week of receivership, with another 300 cuts to come.

Mr Jamie Gleave of Arthur Andersen then started looking for a company doctor to get the business fit enough to sell.

Mr Tuckley, an industrial consultant originally from the Black Country, fitted the profile. He had had a peripatetic career around Britain, turning round troubled engineering companies - and he also knew the peculiarities of operating as a supplier to defence contractors from running Budenburg, which makes pressure gauges for military equipment.

"I was staggered by what I found at first," he says. "The business was classically product-oriented, not customer-oriented. Customers told me they always felt they were being afforded a great privilege in being allowed to buy something from Ferranti."

He rapidly identified Mr Platt's abilities as manufacturing director and those of Mr Peter Davies as commercial director. The three then realised that if preparing the business for sale meant turning it round in the first place, they might as well try to buy it themselves: after all, they were doing the work.

Corporate finance advice came from Mr Philip Nuttall of Latham Crossley & Davies, a north-west accountancy firm specialising in relatively small but growing companies, while Mr Gary Tipper of the Manchester office of Murray Johnstone - the Glasgow-based venture capitalist - assembled a financial package. The price is believed to have been about £3m, of which £1m was deferred for two years. Murray Johnstone provided £1m of equity and the Royal Bank of Scotland a £1m term loan and

a £2.8m overdraft for working capital. The government chipped in £500,000 of regional selective assistance.

The price included 10 years' use of the Ferranti name - a competition and vote among employees added the "Technologies" bit - to help continuity in the marketplace, as well as a host of intellectual property rights.

The new management team - since strengthened by the arrival of Mr Fred Brinkman as finance director - immediately demonstrated what a bargain the deal was for them. Because the defence industry's planning horizons are of necessity long-term, Ferranti Technologies is guaranteed an annual £17m of orders for eight years.

First-year turnover was actually £20m because of a backlog of work. This kept 300 jobs intact initially, but the company has now slimmed down its workforce to about 240. It has also made more than £4m of profits, enabling it to reduce debt and leave overdraft facilities in reserve.

Moreover, the Bimbo team - which has a substantial majority stake - has invested £3m, moving out of Orm Mill to consolidate in a refurbished Cairo Mill and install a state-of-the-art clean room for manufacturing its range of delicate components. It has also uncovered some potential nuggets in the intellectual property rights that came with the business.

More important than anything else, however, has been a sea change in attitudes and outlook. An employee share ownership scheme has helped kill any lingering Cinderella complex among the workforce and a £800-a-head first-year bonus has rewarded efforts to perform better.

Most obviously, though, Ferranti Technologies is now thoroughly market-oriented, making what it can sell - small volumes of many different products - rather than trying to sell larger quantities of over-produced goods, as in the past.

Ian Hamilton Fazey

## CASE STUDY Graeme Brook at Crompton Lighting

## Transforming the business

The view from Mr Graeme Brook's office window at Crompton Lighting in Doncaster is of a cluster of rubbish skips. Mr Brook deliberately had them put there: the skips are where the factory scrap is dumped. Because everyone knows he keeps an eye on how full they are, they take great care to try and keep them empty.

"I am a great believer in measuring all aspects of the business. Done properly, people enjoy being measured because you can then reward them for their performance," he explains. "You can measure things like scrap, productivity, attendance and sales calls."

"It's more than having monthly accounts. I incentivise the people who can ensure business, like sales managers or shop floor supervisors who can control costs. They have increased productivity by 10 per cent, and keep working at minimising waste and scrap."

Mr Brook led the management buy-out of Crompton Lighting from BTR early last year. The deal was one of the UK's biggest in terms of equity investment - £13m by 3i's Leeds office. BTR charged £24.2m for the business but also kept £2m in cash, so the total cost was £26.2m. The financial package also included £10m of senior debt from Bank of Scotland, plus a revolving facility of £2.5m and mezzanine finance from 3i worth £4m, which 3i has since sold down to NatWest Ventures.

In spite of the sums involved, the signs are this may have been a bargain for the buyers and backers. In the first 13 months since the buy-out, Crompton turned over £40m and made profits of £5m; a good result for a business making commodity products such as light fittings and light bulbs.

The fittings are made in Doncaster, the light bulbs at Guseley, Leeds, but Crompton also has sales, marketing and distribution businesses in Australia and New Zealand which accounted for a fifth of turnover at the time of the buy-out. Antipodean supplies

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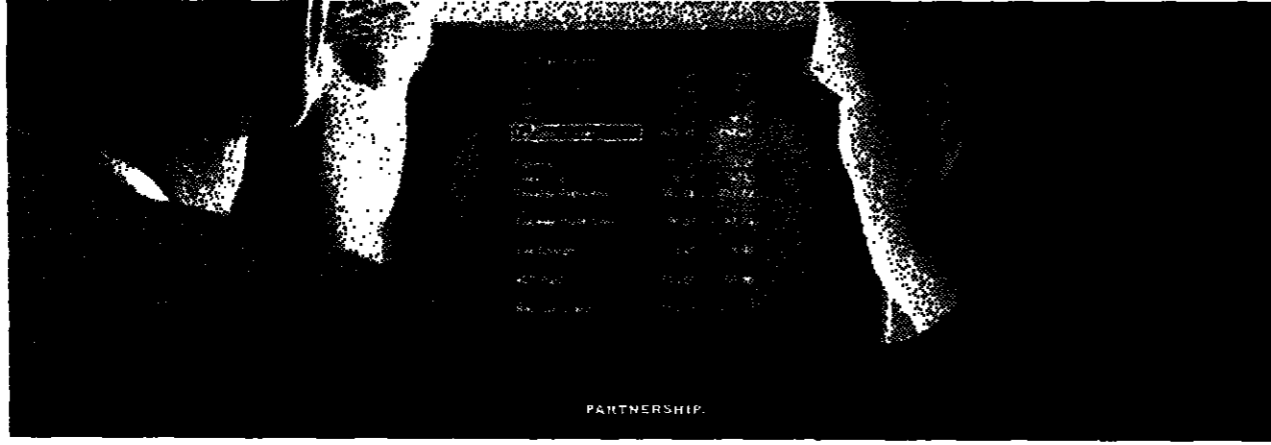
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# Who puts more deals on the table?

## LEADING DEBT ARRANGERS 1st JANUARY 1996 - 31st DECEMBER 1995

Debt deal leader	No. of deals	Total debts (£m)
Bank of Scotland	117	1,520
NatWest	75	2,042
Midland/Samuel Montagu	48	941
Barclays	40	564
Royal Bank of Scotland	32	705

Source: IPRAG Corporate Finance, 1 January 1996  
Qualification: Larger UK MBOs with total lending of over £20m, led three or more deals.

Once again, Bank of Scotland has topped the table for debt arrangement. Clearly, we have the experience, skills and responsiveness to get the right deal done quickly and efficiently. So, no matter what size of MBO or MBI you're considering, speak to our specialists, in London on 0171 601 6010, in Edinburgh on 0131 243 5829 or in Glasgow on 0141 228 3985. We think you will find that, at Bank of Scotland, we have an unrivalled strength in debt.

**BANK OF SCOTLAND**

السيد محمد الياقوت



Privatisation assets: the railway industry by Charles Batchelor

# Managers have been squeezed out

For many of the middle managers anxious to exercise their new-found freedom, the competition has proved just too tough

At one point early in the process of selling off British Rail's passenger train operating franchises, management buy-out bids appeared set to sweep the board. Buy-out teams were listed as preferred bidders for the first three franchises - South West Trains, Great Western, and London, Tilbury & Southend.

But, in a few short weeks, two of the teams stumbled and were replaced by corporate buyers. The third was successful, significantly, was bidding jointly with a large bus company.

The railway industry has proved a harder target for management teams than the government and many outside observers thought. Early expectations were that the complexity of the industry would deter outsiders from bidding, leaving the way clear for managers who understood the arcane workings of the railways.

But corporate bidders have been only too willing to snap up railway assets and have squeezed out managers in many cases. The greater financial muscle of established transport operators has enabled them to accept very demanding targets for reducing government subsidies for the passenger train franchises.

The British government's decision to privatise its railway network has put two very different types of business up for sale. Most of the 80 companies created by the fragmentation of British Rail are conventional in the sense that the purchaser acquires the business and its assets outright.



The railway industry has proved to be a harder target for management teams than many thought

In return, the franchise owner receives a subsidy which, although guaranteed, declines at a pre-arranged rate over the life of the franchise.

The franchise operator has few assets because the trains he runs are owned by a leasing company while the track, signalling and stations remain the property of a separate company, Railtrack.

The advantage to operators is that they are not required to commit funds to acquiring expensive assets. But this also means that there is little asset backing to provide comfort for a development capital company or a bank. In addition, any value which is built up in the business cannot be easily harvested by the management or its financial backers when the franchise comes to an end.

This lack of a conventional "exit" for the development capitalist has meant that the buy-outs which have taken place have tended to attract organisations which structure their deals to take a running yield throughout the life of the franchise rather than relying mainly on an increase in the capital value of their investment.

31, in partnership with FirstBus, a large bus group, provided funding for a £35m buy-out of Great Western Trains. 31, jointly with Gresham Trust, also financed the ultimately unsuccessful bid by the management of LTS Rail for the London, Tilbury & Southend franchise. Gresham and 31 both emphasise the importance of a running yield.

LTS Rail was initially declared the winner of the bidding for its franchise but was disbarred in February following allegations of irregularities in the sale of tickets. The franchise is now expected to go to Prism Developments, a group of four bus companies.

At one stage last December, managers at South West Trains were the preferred bidders for their franchise but they were dislodged in the final stages of the contest by Stagecoach, another bus group, which was willing to pay a very competitive price for a seven-year franchise.

The outlook for the remaining franchise sales is uncertain. Six lines have already been franchised, a further 14 are in the process of being sold off while five have yet to be put on the market.

There is a mix of lines still to be sold ranging from ScotRail, which covers the whole of Scotland, through dense networks around the large cities such as Merseyrail, to small local networks including the Cardiff Valleys and the Island Line on the Isle of Wight.

Some of the successful bidders for the early franchises such as Stagecoach, FirstBus, National Express and CGEA, a French transport group, are keen to create rail portfolios and will certainly be interested. Managements will continue to face tough competition.

Elsewhere in the rail industry, management teams have achieved moderate success in bidding for their businesses. Managers of the BR heavy maintenance depot at Eastleigh in Hampshire were successful with a £10m-plus bid for their company.

Wessex Trainscare, as the business is now known, was backed by 31.

But the other five heavy maintenance depots to be sold went to large engineering groups. ABB, now Adtranz, bought three while Babcock International and Siemens acting together bought the other two. Unlike a management

team making a one-off bid, these groups could make savings by merging these activities with their existing operations.

Managers were successful, however, in bidding for BR's main on-board catering supplier, OBS services. Candover provided funds for this deal. A management team also acquired the Red Star parcels business against three outside bidders.

Management teams put in bids for all three trainload freight businesses - which carry heavy loads such as coal, steel and building aggregates. But a bid from Wisconsin Central Transportation, a US freight company, for all three businesses, was ultimately successful.

If the government had stuck to its original plan of keeping these three businesses separate, the management teams would have had a better chance of winning. But the decision to re-merge the businesses gave the edge to an outside bidder with more financial resources.

Management teams proved more successful in the bidding for the three rolling stock leasing companies which were set up to assume ownership of BR's 11,000 locomotives and carriages. Eversholt Leasing was acquired by its management in a £280m deal backed by development capitalists Candover and Electra while Porterbrook Leasing went to managers backed by Charterhouse.

But the position of the managers in these companies was slightly unusual. They were all outsiders with experience of either the leasing or rail industries, and brought in 18 months earlier to prepare the newly-created companies for privatisation. These deals could justifiably be described as delayed buy-ins.

Despite continuing criticism from opposition politicians and critics of privatisation that British Rail has been sold off too cheaply, the government has been pleased with extent of outside interest in acquiring railway assets. For many of the middle managers anxious to exercise their new-found freedom, however, the competition has proved just too tough.

CASE STUDY Ian McKinnon and British Aluminium

## Exclusive rights

It did not take long for Mr Ian McKinnon to decide what he wanted to do at British Alcan, the subsidiary of the giant Canadian aluminium manufacturer. He wanted to buy it.

The 49-year-old Scottish mechanical engineer, recruited by Alcan to turn round some of its underperforming UK businesses, realised quite quickly that the North American parent had bigger things on its mind than selling baking foil or making gas cylinders.

"A monolith with \$9bn of assets and slow-burn projects such as dams and smelters was clearly not the ideal owner of these operations," he says.

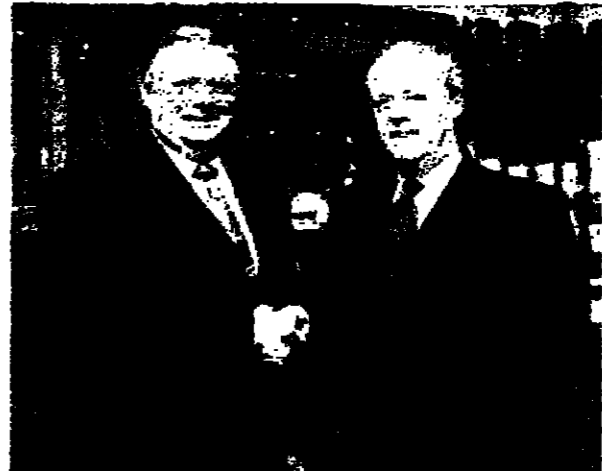
Mr McKinnon knows a good deal when he sees one. He helped engineer the £4m management buy-out of Leyland Bus in 1986, where he was managing director, and two years later sold the company to Volvo of Sweden for an undisclosed sum. At the time, Volvo said the "multi-million deal" made the managers involved "very wealthy men".

He then turned his attention to Leyland Trucks, where he considered a possible buy-in. Mercury Development Capital, part of Mercury Asset Management, worked with him on the deal, which was frustrated when the receivers opted for a management buy-out.

Despite that setback, Mr McKinnon maintained close ties with Mercury and turned to the venture capital group last year when Alcan decided to sell its 12 UK businesses.

"I was already on the inside as a company doctor for Alcan, so together we started looking at a buy-in long before the other bidders," recalls Ms Frances Jacobs, a director of MDC.

Alcan, however, warned Mr McKinnon that it was unlikely to sanction a management buy-out and encouraged him instead to leave the company so he could form a credible buy-in team.



Credible team: Ian McKinnon and Jeff Whalley

With MDC's help, he brought in CVC Capital Partners and Morgan Grenfell Development Capital. The three venture capital partners together helped raise £265m to buy the company from Alcan and provide working capital.

In return, they received an 85 per cent stake in the company with the remainder held by the existing management. Senior debt facilities were arranged by Bank of Scotland, Morgan Grenfell and the Royal Bank of Scotland.

"It was relatively straightforward," says Ms Jacobs. "But our existing relationship with the chief executive helped us push things through."

Indeed, Alcan had already signalled its favoured option by granting Mr McKinnon and his team exclusive bargaining rights so that the businesses could be sold as one package.

Mr McKinnon predicts that the portfolio will benefit from an injection of entrepreneurial culture and the new-found freedom from its one-time parent.

Last year, the businesses made operating profits of more than £25m on sales of £500m. While reluctant to set targets, the newly-renamed British Aluminium is expected to report margins

this year significantly ahead of the current 5 per cent level. Of its 12 businesses, Mr McKinnon has the highest hopes for four key operations: Luxfer Gas Cylinders, Magnesium Elektron, MEL Chemicals, and British Aluminium Plate. Each of these businesses is already, or has the potential to be, a world market leader in its field.

Although Mr McKinnon admits some of the other businesses have been stumbling along, he claims they can be turned around in time for a possible flotation in about three years time.

Alcan, however, denies that it sold these businesses too cheaply. At £200m, the purchase price was at a comfortable premium to the £180m net assets.

Mr Jeff Whalley, chairman of engineering group FKI and non-executive chairman of British Aluminium, is also well aware of the challenges ahead. "This company will achieve its potential by becoming more entrepreneurial, flexible and responsive to customer needs. Our aim is to make British Aluminium a leading player in the marketplace by exploiting its product strength and international presence."

Tim Burt

# No Border Controls

<p>May 1996</p> <p>£70,000,000</p> <p>Secondary Buy-Out</p> <p>of</p> <p>Sheffield Forgemasters</p> <p>Led and arranged by NatWest Ventures</p>	<p>May 1996</p> <p>SKr 183,000,000</p> <p>Management Buy-Out</p> <p>of</p> <p>SEMICON</p> <p>Led and arranged by NatWest Ventures</p>	<p>May 1996</p> <p>£36,000,000</p> <p>Acquisition with Management</p> <p>of</p> <p>HAICO</p> <p>from Marshalls plc</p> <p>Led and arranged by NatWest Ventures</p>	<p>April 1996</p> <p>£18,000,000</p> <p>Acquisition</p> <p>of</p> <p>HAICO</p> <p>from Marshalls plc</p> <p>Led and arranged by NatWest Ventures</p>
<p>April 1996</p> <p>£16,000,000</p> <p>Management Buy-Out</p> <p>of</p> <p>CLAND</p> <p>Led and arranged by NatWest Ventures</p>	<p>March 1996</p> <p>£27,000,000</p> <p>Management Buy-Out</p> <p>of</p> <p>OLYMPIA</p> <p>Led and arranged by NatWest Ventures</p>	<p>March 1996</p> <p>Lit. 127,000,000,000 (€51,000,000)</p> <p>Management Buy-Out</p> <p>of</p> <p>ZINCOCELERE</p> <p>from Olivetti</p> <p>Co-Led and arranged by NatWest Ventures</p>	<p>March 1996</p> <p>£32,000,000</p> <p>Management Buy-Out</p> <p>of</p> <p>MOTORHOUSE</p> <p>Led and arranged by NatWest Ventures</p>
<p>January 1996</p> <p>FFr undisclosed</p> <p>Management Buy-Out</p> <p>of the Equipment Rental and Distribution Business of</p> <p>PINAULT</p> <p>Co-Led and arranged by NatWest Ventures</p>	<p>October 1995</p> <p>FFr 124,600,000</p> <p>Management Buy-Out</p> <p>of</p> <p>CONECT</p> <p>Led and arranged by NatWest Ventures</p>	<p>September 1995</p> <p>Pts 875,000,000</p> <p>Management Buy-In</p> <p>of</p> <p>Industrias y Fundiciones</p> <p>Led and arranged by NatWest Ventures</p>	<p>June 1995</p> <p>DM undisclosed</p> <p>Management Buy-Out</p> <p>of</p> <p>HAUSER FIRMENGRUPPE</p> <p>Led and arranged by NatWest Ventures</p>

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## PRIVATE EQUITY FOR MARKET LEADERS

£265,000,000

Funding for the Management Buy-In of

**BRITISH ALUMINIUM**

Organised and led by Mercury Asset Management

co-led and co-undertaken by CVC Investment Management Morgan Grenfell Development Capital

Financial due diligence Ernst & Young

Advisors to British Aluminium Dickson Minto

£235,000,000

Congratulations to the management of

**NTL GROUP LIMITED**

on the sale of the company to International CableTel

Funds managed by Mercury Asset Management acquired NTL Group in October 1991.

Advisors to NTL Group SBC Warburg

Advisors to International CableTel Price Waterhouse

£120,000,000

Congratulations to the Management of the Vero Group on its successful flotation

**VERO VERO GROUP PLC**

Funds managed by Mercury Asset Management supported the Management Buy-Out of Vero Electronics in April 1994.

Financial due diligence Ernst & Young

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6 MANAGEMENT BUY-OUTS

Venture capital trusts: by Roger Taylor

Modest but satisfactory start

Since the start of 1996 there have been 11 new launches, many of which have been extremely popular

The most successful was Advent which raised more than £80m. Gartmore and Close Brothers were also very popular and received more than £20m. Guinness Flight and Qvestor both raised about £10m.

Two other VCTs - Johnson Fry Aim and Pennine Aim - have been set up to focus on investment in the Alternative Investment Market.

Many commentators see the slow start and relatively small sums of money raised by VCTs as a good sign.

There has been a good deal of pessimistic comment surrounding the launch of VCTs, largely influenced by the failure of the Business Expansion Schemes (BES).

Only one company so far has attempted to use the VCT regulations to create a tax avoidance vehicle.

It is possible to see some distinctions between the approaches of the different managers. For example, both Advent and Qvestor have leanings towards high technology companies.

Close Brothers have made clear their intention to stick to investment in the safe end of the market - mature businesses with strong earnings records.

That the MBO process is so taxing, that any company which survives and makes it to market must be in excellent shape. In particular, MBO companies are normally saddled with very large debt.

This additional burden provides a very tight control on management, and ensures that only the most efficient companies survive.

Consequently they will often come to market more efficient than their competitors.

30 per cent. However, in designing the rules for VCTs the Chancellor clearly learned many lessons from the failure of VCTs.

In contrast, VCTs have up to three years to make investments. At the end of three years, at least 70 per cent of the money must be invested in companies with gross assets of less than £10m.

An encouraging sign for the future of VCTs is that few people have tried to use the new structure to provide tax avoidance schemes.

With the BES, the focus came to be entirely on how investors could get the tax breaks, rather than on the nature of the investments being made.

With VCTs in contrast, most companies are marketing themselves to investors on their track record as managers of small business investments.

Only one company so far has attempted to use the VCT regulations to create a tax avoidance vehicle.

It is possible to see some distinctions between the approaches of the different managers. For example, both Advent and Qvestor have leanings towards high technology companies.

Close Brothers have made clear their intention to stick to investment in the safe end of the market - mature businesses with strong earnings records, or else asset backed companies such as nursing homes.

That the MBO process is so taxing, that any company which survives and makes it to market must be in excellent shape. In particular, MBO companies are normally saddled with very large debt.

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Leading solicitors in larger UK MBO/MBIs

Table listing solicitors such as Clifford Chance, Asturist Morris Crisp, Lovell White Durrant, etc., with columns for No. of deals acting for equity leader, No. of deals acting for debt leader, No. of deals acting for management, and Total no. of deals.

Analysis of gearing in larger UK MBO/MBIs

Table showing gearing analysis with columns for Period, Total funding (£m), Equity (£m), Mezzanine (£m), Debt (£m), Leverage (Debt/Equity), and % of total.

Leading debt arrangers in larger UK MBO/MBIs

Table listing debt arrangers such as Bank of Scotland, NatWest, Midland/Samuel Montagu, etc., with columns for Total debt (£m) and Average rates (%).

Estimate of total UK MBO/MBIs

Table showing estimates of total UK MBO/MBIs by year from 1981-86 to 1996, with columns for Year, Number, Value (£m), and Average size (£m).

Larger UK MBO/MBIs by value (£m)

Table showing larger UK MBO/MBIs by value (£m) for years 1981-86, 1987, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1995, and Total.

PROFILE River & Mercantile Management Buy-Out Fund Impressive investment performance

The River & Mercantile Management Buy-Out Fund (Rambo for short) is a collective investment fund which specialises in MBOs.

The fund, an authorised UK unit trust, is relatively small with only £15m invested in it.

The company has constructed its own benchmark index, the

CMBOR Index, in association with the Centre for Management Buy-Out Research at Nottingham University.

Further, Rambo has achieved its aim of outperforming the CMBOR Index since it was launched last year.

Rambo's success may come as a surprise; it is sometimes

seen as a worrying sign if a management sells out of an MBO.

However, River & Mercantile research indicates the opposite.

Their explanation for this is

that the MBO process is so taxing, that any company which survives and makes it to market must be in excellent shape.

Consequently they will often come to market more efficient than their competitors.

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Advertisement for Specialised Financing by HSBC Investment Banking. Lists several management buy-outs and leveraged recapitalisations, including Lloyd's of London Press Ltd, New Look Limited, The Motorhouse, and Harris Chemical Europe Limited.

Advertisement for UBS, titled 'When a finger on the pulse of the market matters, you are in safe hands with UBS.' Lists financial services provided in July 1995, February 1995, March 1995, and January 1996.

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Germany by Laura Covill

# Role models needed

Although the MBO business in Germany is growing, it still has not achieved a real breakthrough



Hans Damisch: not encouraged by a recent surge in interest

Economic recession has returned to Germany, and alternative methods of financing are back in demand. This time, the problems facing German commerce and industry are not just the result of a downturn in the business cycle, but have been caused by fundamental structural weaknesses. Restructuring, divestment and focusing on core businesses are now the norm.

As a result, venture capital firms are receiving an unprecedented number of inquiries about possible management buy-outs, from smaller family-owned businesses and from leading corporations.

Yet Mr Hans Damisch, chairman of the German Venture Capital Association (BVK), is not encouraged by this surge in interest. Too often, he argues, an MBO is wrongly regarded as a rescue operation for a business which has ceased to be viable, or as a last resort for proprietors who have failed to sell their company to a trade buyer. Not surprisingly, very few of the German MBO plans proposed by either buyer or seller ever come to fruition.

Mr Damisch feels obliged to remind the business public that MBOs are a vehicle for successful companies, not for corporate failures.

Two large corporations, AEG and Rütgerswerke, have spun off business divisions in the form of MBOs in recent months, but venture capitalists say these two cases were exceptional and not the beginning of a new trend.

Although the MBO business in Germany is growing, it still has not achieved a real breakthrough. There were just 59 deals last year, compared with 44 deals in 1994. Mr Damisch says that MBO activity in Germany has not yet reached the stage where it has generated its own momentum.

3i, the UK-based venture capital firm, has been active in Germany since 1986, but has invested just DM230m in 52 companies, three-quarters of those transactions being MBOs or MBIs. Mr Andrew Richards, managing director, admits that he is disappointed with the slow growth of the venture capital market during those 10

years. "All the prerequisites are there, but they never seem to come together," he says. In theory at least, Germany has an enormous pool of small and medium-sized companies whose ownership problems could be solved by means of an MBO. According to 3i estimates, there are at least 4,000 medium-sized German companies with a turnover of at least DM25m whose proprietors will wish to hand over control of the company within the next five years. Not all these individuals have children who are willing or qualified to manage the business.

"Given the number of family-owned companies in Germany, the market for MBOs should actually be larger here than in the UK," says Mr Albrecht Hertz-Eichenrode, managing director of the venture capital firm Hannover Finanz, which has financed about 30 MBOs. Furthermore, no one in the venture capital market doubts that there is sufficient capital available: most of the players are owned by banks.

Even the old gripe about the lack of exit possibilities is not the main difficulty, according to several MBO financiers. It is true that venture capital investors rarely get the opportunity to divest by means of an initial public offering. But the lack of a liquid equities market for small and medium-sized companies has been an issue for so long that investors have developed a range of other exit possibilities, particularly trade sales.

Mr Damisch, who is the managing director of BdW, a venture capital firm owned by Dresdner Bank, says: "We have never turned down an MBO opportunity for fear that the company could not be floated."

According to Mr Damisch, the individualistic nature of many German entrepreneurs is the main reason why these situations do not translate into more MBOs. "The owner of a small or medium-sized business is inclined to do most of the work himself. He personifies the company, and likes on staff who tend to be loyal subordinates, but are not entrepreneurial types themselves."

"Entrepreneurs are still trying to hang on to the company for as long as possible—and leave it too late before they think about a successor," adds Mr Hertz-Eichenrode. "Moreover, neither owners nor managers are acquainted with the idea of an MBO. The concept still has to take root here."

At the same time, Mr Damisch says, there is a relatively small pool of executives who are willing to give up a secure managerial job with its guaranteed income, the accompanying pension rights and other perks, to become entrepreneurs.

And when proprietors do sell to managements, they often try to restrict the manager's freedom to act. Mr Claus Peter, head of the specialised finance division of BHF Bank, has seen MBOs where the manager is obliged to accept the offspring of the original proprietor as sleeping partners "who take no management responsibility, but participate equally in the profit opportunities."

Despite these difficulties, the potential of the MBO market is attracting a growing number of intermediaries. The BVK now has 75 members, led by 3i, Schroders and Alpha Associates, which has just recruited Mr Thomas Schlytter-Henrichsen, previously one of two managing directors at 3i Deutschland.

Most of the other players are owned by banks, which act as their main source of business. Most MBO deals in Germany are still worth less than DM30m, with transaction sums in excess of DM100m still extremely rare. The largest MBO to date in Germany was the recent takeover of the flooring company Tarkett, which also went public. Mr Peter says he is working on an MBO of a company with annual turnover of DM200m.

All agree that more details like this are needed to establish role models for German industry and executives alike. Only then does the MBO market have a real chance of taking off. Mr Richards of 3i believes that the German market is capable of producing 300 to 400 deals a year.

## CASE STUDY Pagette Sanitär Produktions und Vertriebs



The so-far plan was forgotten in the excitement of German unification and the rapid growth of construction in eastern Germany. Picture: Tony Andrews

# Frustration led to buy-outs

After more than three years of planning, a management buy-out of Pagette Sanitär Produktions und Vertriebs, a manufacturer of thermoplastic lavatory seats and cisterns, located in the Ruhr, was finally completed in March. Mr Volker Steines and Mr Bernd Steinhöfer believe that they succeeded against the odds. "It was a matter of chance and good luck," Mr Steinhöfer says.

Finding an MBO financier had not been easy, says the company's new owners. Then came a hasty search for new premises and the challenge of winning the trust of the workforce. But the greatest difficulty Mr Steines and Mr Steinhöfer faced was to persuade the management of the Rütgers industrial group to sell an unwanted division to its own sales manager and his predecessor.

All agree that more details like this are needed to establish role models for German industry and executives alike. Only then does the MBO market have a real chance of taking off. Mr Richards of 3i believes that the German market is capable of producing 300 to 400 deals a year.

But the plan was forgotten in the excitement of German unification and the rapid growth of construction in eastern Germany. Pagette's sales doubled to DM38m by 1994, boosted by new products and improved marketing. Clearly, Rütgas was in no hurry to sell the last of its eight peripheral businesses.

Yet because Pagette was still on the divestment list, the division was deprived of strategic planning and investment, says Mr Steinhöfer. The workforce was used as a pool of spare labour when there were shortages elsewhere in the group. Moreover, Rütgas's "bizarre" internal accounting produced a permanent annual net loss of about DM2m at Pagette, although the operating result remained healthy over the years.

In the end, frustration drove the two partners to consider an MBO. "It was intuition,

born out of despair," according to Mr Steinhöfer, 41. "None of my customers liked to do business with Pagette, and some had even banned us from making sales visits. We thought that unless we acted, the division would soon be defunct."

Mr Steines, now 47, had left his position as sales and marketing manager in 1991 and was replaced by Mr Steinhöfer. He returned to Rütgas the following year to propose an MBO. The suggestion was rejected out of hand, he says, "with an absurdly high price".

Rütgas's attitude changed only when a new managing director was appointed last autumn.

Even now, Mr Steinhöfer and Mr Steines remain convinced that Rütgas would have preferred to sell the division to a competitor, or to another industrial group.

"Getting a signature from them was the toughest part of all. We were constantly afraid that another buyer would emerge and sweep us away with a higher offer."

But no counter-offer ever came. What swung the balance for Rütgas, according to Mr Gisbert Rühl, its new managing director, was that Mr Steines and Mr Steinhöfer had financial backing from a private investor who already owned a company in the same business—Mr Curt Borgensten of the Johnson Suisse group.

Rütgas's chief concern was to preserve jobs, and Mr Rühl made it a condition that the three new owners should guarantee the jobs of 65 staff for a period of three years and honour their pension rights accumulated over an average of 17 years with the company.

The commitment is considerable; total annual

wage costs amount to about DM50,000 for each employee. In return, the buyers negotiated a reduced purchase price.

Unlike many German businessmen, the two friends had heard about the technique of management buy-outs, but they nevertheless had little idea of how to find a financier. Talks with the credit division of Johnson Suisse's bank, which happened to be Deutsche Bank, proved fruitless.

A contact in private banking happened to mention a specialised finance division at BHF Bank in Frankfurt, and it was BHF that finally arranged the financing.

Like many German MBOs, this was not an equity transaction, but a debt deal. Apart from the sum of DM2.4m provided by the three new proprietors, the rest of the undisclosed purchase price was provided by BHF and its financing partners, which now hold a majority stake in the business as security against the loan. If all goes according to plan, the debt, plus interest at variable rates, will be repaid out of operating revenues within five years—at the same time reducing the bank's stake in the company to zero.

Once Rütgas's blessing arrived on November 1, the two managers (Mr Borgensten plays no part in management) had to act quickly to reorganise the company before ownership was transferred on March 31. A move was necessary, since Rütgas wanted to close down its old premises in Essen.

Although the economic situation in the Ruhr is difficult, the search for suitable premises took until February. Finally, a suitable production site with a small office building was located in nearby Bottrop and the move was accomplished in several stages during three weeks in March.

Mr Steines and Mr Steinhöfer are now working to ensure that the move and the change of ownership do not interrupt their production and sales schedule. "If you leave this business even for a short time, the competition will destroy you. The market is very tough."

Laura Covill

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10 MANAGEMENT BUY-OUTS International perspectives

Alternative markets: by Christopher Price

# LSE sets the pace

There are currently 140 companies listed on Aim, with a combined market capitalisation of more than £2.5bn

Private companies seeking alternatives to a trade sale to realise their value have never had it so good. The number of exchanges seeking members is set to more than double in the next two years, while admission regulations are being increasingly relaxed.

First off the block has been the London Stock Exchange. Anxious to head off the threat of European competition, it launched the Alternative Investment Market last June, aimed at smaller and growing companies.

In order to give the new market a good start, the stock exchange announced the closure of the 42 trading facility, which had been used by more than 300 companies as a means both of trading shares and, to a limited extent, raising funds, but without the cost of a full listing.

The strategy was successful in persuading about 100 former 4.2 companies to transfer to Aim, attracted by less onerous admission requirements than the main list - and the lower cost. A transfer costs as little as £10,000, against 10 times that amount for the main list.

Unlike the main market, Aim imposes no minimum on the percentage of shares in public hands; no minimum market value; and no minimum trading record. Most controversially, new companies on Aim do not need a sponsor - normally a stockbroker or merchant bank which scrutinises the accounts and prospects on behalf of potential investors. The stock exchange, which will not inspect a candidate's prospectus either, has handed the job of policing to nominated advisers. These are vetted by the stock exchange and take on the role of making sure companies stick to the rules.

There are currently 140 companies listed on Aim, with a combined market capitalisation of more than £2.5bn. The market has traded more than

2bn shares since its launch, equating to more than £892m. More than £243m of new equity capital has been raised by Aim companies.

The second strand of the LSE's strategy is likely to provide a further boost to the new junior market when the Unlisted Securities Market is terminated at the end of this year. There are more than 200 USM companies and the stock exchange has stopped any new entrants. However, many of its members are expected to step up to the main list rather than move over to Aim.

While the closure of the USM will cut off one avenue for MBOs, the LSE considers Aim to be so established that it, or the main list, will fulfil all trading and capital-raising requirements.

However, this has not prevented the emergence of a further avenue for flotations - Ofex, an unregulated and unofficial market instigated by JP Jenkins, a London market-making firm. Jenkins stepped in to plug the gap between those 4.2 companies which did not wish to transfer either to Aim or the main list and which wanted a facility to trade shares. These included the giant family-owned cereal group Weetabix, and the National Parking Corporation.

While serving as a home for about 50 refugees from 4.2, Ofex has increasingly been attracting flotations of its own, with the equity capital being raised on a near-regular basis. Jenkins is using its electronic small company news service, Newstrack, as the basis for the system.

Companies pay £2,000 a year to be on Newstrack, which runs on three of the City of London's main financial news services and acts as a noticeboard for news, such as results and trading statements.

However, the fact that the market is not regulated by the LSE - and many of its stocks are tightly traded - has meant that many mainstream institutions are unlikely to be regularly involved.

Other competitors to the LSE are gathering on the horizon. Easdaq, a pan-European exchange, has announced its intention to begin trading in September. It is modelling

itself on Nasdaq, the US exchange, and likewise hopes to attract the attention of companies in high-technology industries.

The exchange will be based in Brussels but traded electronically across Europe. It expects to list about 20 companies when it opens, many of them dual listings with Nasdaq, and to add 20-30 more in its first year. The target is to trade the shares of 500 companies on Easdaq within five years, with an emphasis on information technology, biotechnology and other fast-growing fields. Joining costs would be in the region of 5 to 7 per cent of the flotation valuation.

Another European competitor to emerge is the Nouveau Marche, which began trading in February and has attracted three companies. The Paris-based market aims to provide financing for small capitalisation companies while generating enough liquidity to attract a broad range of investors.

In France, it is designed to offset the weakness of the venture capital and small business sector, which has suffered from the lack of powerful pension funds able to provide capital and a cautious stance by banks.

Under the rules of the new market, companies applying to be listed on the exchange can be from France or other countries and will be vetted by a 10-member advisory committee. The companies must have total assets of about £3m and minimum shareholders' equity of £1m. The number of shares available to the public must be a minimum of 100,000 and the float must be at least £1.5m.

Founders and managers with shareholdings must retain 80 per cent of their investment at the time of introduction to the market, for a period of three years.

A German version - the Neuar Markt - linked to the Frankfurt market, is scheduled for start-up in 1997, with a Brussels version also planned. A link-up between the three could follow.

PROFILE Lowe Alpine

# Buy-out team scales new heights

The name on the backpack in front of you is increasingly likely to be Lowe Alpine. The sports leisurewear group has seen its sales grow by 50 per cent in the past three years as it has successfully reorganised and exploited the growing popularity of outdoor pursuits.

The humble backpack helped launch the company which was founded in the 1970s by the Lowe brothers - two famous US mountaineers who had developed a revolutionary design for the serious walker and climbers' favourite carrying case.

By the late 1980s, the company had sprouted into three separate divisions in as many countries and was producing a wide range of outdoor clothing and products. It had also become part of the Fanco business empire, owner of Silent Night beds, which was beginning to attempt to restructure the business into a more manageable organisation.

However, its efforts were short-lived and in 1993 the management of Lowe Alpine began to discuss a buy-out. Several venture capitalists were approached by CFI, an Irish financial boutique, with Philidrew being chosen to lead the move.

"Although the group was in three divisions, we did see tremendous benefits and potential if we could bring them together and make them work together," says Mr Robert Jenkins, a partner at Philidrew.

The £13m buy-out of 1993 was led by Mr Andrew Williamson, chief executive. Philidrew also brought in Mr Richard Raworth, who is chairman of Protonprint, as non-executive chairman.

"We felt the business needed to benefit from the experience of an outside businessman of some standing," says Mr Jenkins.

Mr Jenkins outlines three criteria which attracted Philidrew to Lowe Alpine:

- The market for outdoor recreational products was growing strongly;
- There was tremendous scope perceived for managing the business as a group rather



Lowe Alpine has successfully reorganised and has exploited the growing popularity of outdoor pursuits

than as three separate companies; and

- Lowe Alpine was seen as an innovative design leader and had several products, particularly its waterproof outdoor, considered to hold great potential and be set for strong growth.

Mr Raworth identified other attractions on his arrival at the company. For example, Lowe Alpine had a strong brand abroad, which was not being sufficiently exploited. Its presence in the UK was less visible, and here again presented enormous potential. Finally, the company differed from many other outdoor leisure groups in that it was not run by enthusiasts, but as a professional business.

The three companies, the manufacturing arm operating in the US and Ireland, and an importing division in the UK, were being run as separate companies. "They even considered themselves as competitors to each other," says Mr Raworth.

After the buy-out, a reorganisation was undertaken which brought the three divisions closer together, producing cost savings as well as synergies. The Lowe Alpine

brand was supported and promoted, particularly in continental Europe. "The important sense I have tried to instill is that Lowe Alpine is our birthright," says Mr Raworth.

Lowe has also consolidated the distribution of other branded products and is now the distributor of virtually all of Benetton Sportssystem products, including Prince raquets and Rollerblades.

Expansion has followed, with European sales targeted in particular. "We aim to be number one in Europe," says Mr Raworth. The company has already bought out its French and German distributors, and more could follow.

Operating profits have grown from £1m in 1993 to £2m last year. Turnover in that period has grown from £20m to £30m.

One of the strengths of the business has been in the

development of the Triple Point fabric which has become the main competitor to Goretex, the leading outdoor material. However, Mr Raworth claims that Triple Point is both cheaper and, in some cases, more durable than its rival. "It has given us an edge," says Mr Raworth.

Philidrew has been drawing dividends on preference shares it has issued as part of the buy-out. It has also brought in two other venture capitalist investors for smaller minority stakes.

Mr Jenkins says Philidrew sees the company developing further for "several years" yet before wanting to exit. A flotation would be one avenue, but a trade sale would also be considered. "Where we can, we will back the management's strategy on this," says Mr Jenkins.

Christopher Price

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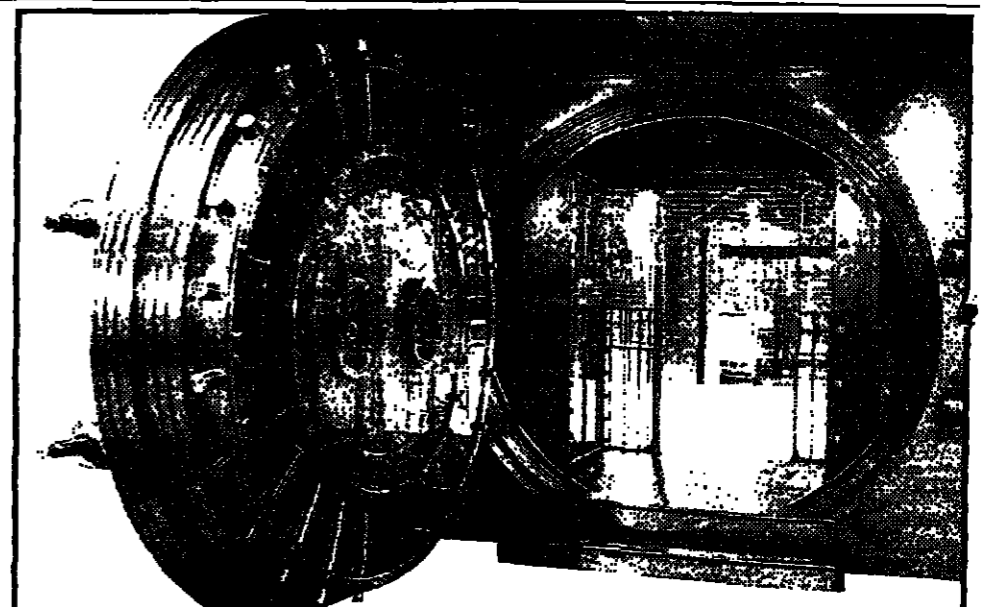


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COMPANIES AND FINANCE: THE AMERICAS

Edper issue aims at boosting confidence

By Bernard Simon in Toronto

Edper Group, the main holding company of the resources and financial services conglomerate...

control from the Bronfman family to a group of managers led by Mr Jack Cockwell.

deal was raised from an initial C\$125m. Edper described the issue as "an important step forward".

group; and Trizec, one of North America's biggest property developers.

Payout rise and stock split lift Chrysler

Shares in Chrysler, the US car manufacturer, jumped yesterday after the announcement of a two-for-one common stock split...

NEWS DIGEST

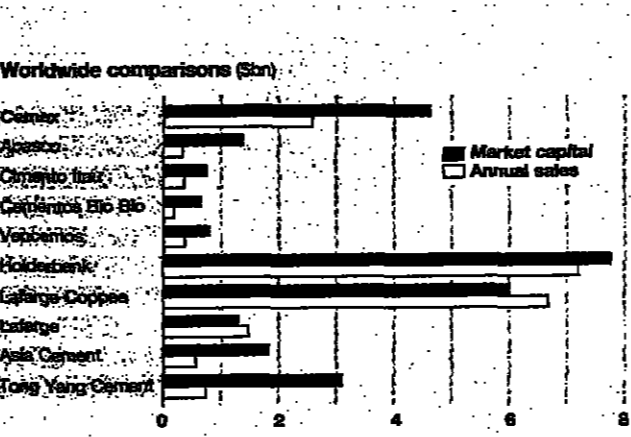
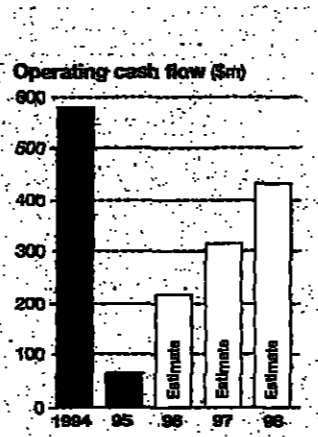
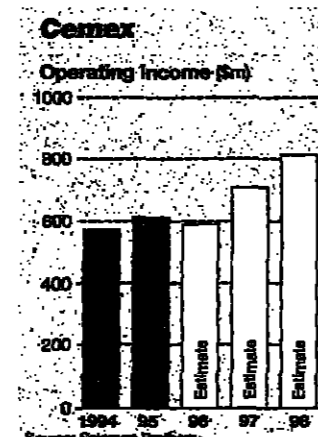
Molson sells more of Diversey unit

Molson, the Canadian brewing group, has sold another part of Diversey, its international special chemicals business...

Financial blocks dog Cemex empire-building

The multinational is aiming to spread risk through acquisitions, says Daniel Dombey

Cemex, the Mexican cement group, moved from fourth to third-largest cement manufacturer in the world when it recently earmarked \$600m for a 50 per cent stake in the Colombian group...



company in Central America and the Caribbean. Only 40 per cent of Cemex's sales come from Mexico.

to serve its purposes better, since Diamante, Colombia's second-largest cement company, is bigger and more efficient than Paz del Rio.

because half of the company's assets are denominated in non-peso currencies. However, the covenants do mean the company has to look for ever more ingenious financing for new acquisitions.

Though some of the funds for the purchase are from cash flow, Mr Caballero maintains that funds will not be diverted from important capital expenditure.

Quaker quits frozen food sector

Quaker Oats, the US soft drinks and foods group, has quit the frozen food business after finding a buyer for its Aunt Jemima frozen breakfast products...

Takeover targets offered insurance

US companies are being offered the chance to buy insurance against hostile takeovers. The product, launched by Aon, the insurance broker, is believed to be the first sold in the US.

Hambrecht & Quist 'plans IPO'

San Francisco-based Hambrecht & Quist, which has taken public such fast-growing technology companies as Netscape Communications, is preparing an initial public offering of its own shares.

Carrefour boosts Brazil network

Carrefour Supermarche's Brazilian affiliate is set to invest \$300m in 1996 to expand its network in the south and begin activities in the north-east region.

For investors, the message is clear.

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N.V. Koninklijke Nederlandsche Petroleum Maatschappij (Royal Dutch Petroleum Company)

Final dividend 1995

The General Meeting of Shareholders of Royal Dutch Petroleum Company held on 15th May, 1996, has decided to declare the final dividend for 1995 at N.f. 5.60 on each of the ordinary shares with a par value of N.f. 5.

For holders of bearer certificates with coupons this final dividend will be payable against surrender of coupon No. 212 or after 28th May, 1996, at the offices of:

Barclays Bank PLC, Barclays Global Securities Services, 8 Angel Court, Throgmorton Street, London EC2R 7HT

Payment will be made in sterling at the buying rate of exchange current in London at 2 p.m. on 23rd May, 1996, in the case of coupons presented on or before that date.

For holders of shares of which the dividend sheets are at the close of business on 21st May, 1996, in the custody of a Depository admitted by the Centrum voor Fondsen-administratie B.V., Amsterdam, this final dividend will be paid to such Depository on 28th May, 1996.

Where under the double taxation agreement between the United Kingdom and the Netherlands, 15 per cent Netherlands dividend tax has been withheld, the 15 per cent Netherlands tax is allowable for a resident of the United Kingdom as a credit against the United Kingdom income tax payable in respect of the dividend.

Where appropriate, the usual affidavit certifying non-residence in the United Kingdom will also be required if payment is to be made without deduction of United Kingdom income tax at the basic rate.

The Hague, 17th May, 1996 THE BOARD OF MANAGEMENT

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Your immediate action is required. If you have any doubt with respect to the contents of this notice, you should consult with your advisors.

To Holders of Bearer Securities Representing US\$40,000,000 10.25% Class A Redeemable Obligaciones De Marcha 4, 1995 Common Code: 4212955 ISIN Code: XS0042129553

Capitalized terms used but not defined herein have the meanings assigned to them in the Fiscal Agency Agreement dated as of March 4, 1993 pursuant to which the above Securities have been issued.

EXCHANGE OF BEARER SECURITIES FOR INTERESTS IN A REGISTERED GLOBAL CERTIFICATE

Law 24,587 (the "Law"), published in Argentina in the Official Gazette on November 22, 1985 (Ley de Homologación de las Obligaciones Privadas), makes it mandatory, as a matter of Argentine public policy, for securities issued by Argentine entities (including the Bearer Securities issued pursuant to the Fiscal Agency Agreement) to be converted into a form of registered form.

Under the Regulations, the Board of Directors of Banco Fracés, under Section 501 of the Fiscal Agency Agreement, has determined that in order to allow the exercise of their rights by the Holders of Bearer Securities and to avoid the material adverse consequences resulting from non-compliance with the Regulations, it is in the best interest of the Holders of Bearer Securities to convert their securities into registered form.

EXCHANGE INSTRUCTIONS Holders of Bearer Securities who are not presently held through an account holder in Ecuador or Cede Bank or who do not wish to be converted and exchanged, should notify each account holder immediately.

Under the Regulations, all Bearer Securities held by the Cede on May 22, 1996 shall be deemed, in accordance with Argentine law and without any action on the part of the beneficial owners thereof, to be converted into and exchanged for an interest of an equal aggregate principal amount in the Registered Global Certificate.

Questions with respect to the information contained in this notice may be directed to: Banco Fracés del Río de la Plata S.A. Reconquista 199 1000 Buenos Aires Argentina

Name: Gustavo Szejnberg Telephone No: +54-1-548-4515 Fax: +54-1-548-4527

Name: Trevor Blower Telephone No: +44-171-322-6337 Fax: +44-171-322-6044

Banco Fracés reserves the right to cancel the exchange of Bearer Securities for interests in a Registered Global Certificate if, prior to the close of business on May 22, 1996, the Regulations are amended or superseded so as to make such an exchange in the manner provided herein, in the opinion of Banco Fracés and in its sole discretion, unnecessary or undesirable.

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COMPANIES AND FINANCE: ASIA

# Stronger Japan markets lift brokers back to black

By Gerard Baker in Tokyo

Japan's rising stock market and long-awaited dividends for the country's leading stock brokers in the year to the end of March, helping them return to the black after the previous year's losses.

But with the outlook for the securities sector still far from certain, none of them expects a similarly strong improvement in the year ahead.

Three of the Big Four brokers - Yamaichi, Daiwa and Nikko - said yesterday they had returned to profit at the recurring level (before extraordinary items and tax) in 1995-96, Nomura, the other leading broker, had already announced last month an increase in profits from last year, when it barely broke even.

The results were the best for the Big Four since the collapse of Japan's bubble economy began six years ago. Aggregate operating revenues at the four companies were up by more than 35 per cent, as investor confidence began to flow back into the stock market.

An exceptionally strong bond market was another factor that helped their performance. The Japanese authorities cut interest rates sharply in the first half of the year in an effort to bolster the flagging economy. As a result, the yield on the 10-year benchmark government bond fell from 4.4 per cent in February to 2.8 per cent in September.

But a strengthening stock market in the last six months was the main factor behind the improvement. Average daily trading volume on the Tokyo Stock Exchange in the second half of the year was 450m shares, up by more than one-third on a year earlier. Foreigners were particularly heavy buyers.

Stockbroking commission revenues increased by between 18 per cent at Daiwa and 22 per cent at Nikko. Bond trading revenues were up by more than 20 per cent, with bond issuance also rising. Equity underwriting remained weak, however.

The big brokers are understandably still cautious about the outlook for the cur-

	Operating revenue	Change on year (%)	Recurring profits 1995-96	1994-95	Net profits 1995-96	1994-95
Nomura	432.1	+29.0	91.5	6.8	23.1	20.0
Daiwa	371.6	+45.1	62.6	-24.9	43.7	-31.6
Nikko	295.7	+47.5	65.0	-19.3	33.8	-22.7
Yamaichi	224.2	-37.9	15.1	-50.5	15.9	-52.6

	Operating revenue	Change on year (%)	Recurring profits 1995-96	1994-95	Net profits 1995-96	1994-95
Kokusai	88.0	+23.1	7.4	-10.8	4.6	-4.8
N Japan	80.8	+10.4	-3.5	-17.0	1.2	-21.4
Wako	64.9	+42.3	1.7	-23.5	0.0	-22.5
Kankaku	60.7	+20.9	-15.0	-30.9	-17.3	-27.5
Osasan	43.6	+29.9	-1.7	-14.2	8.0	-8.3
Sanyo	43.0	+16.8	-18.1	-33.7	-17.9	-31.7
Sompo	26.8	+33.0	1.0	-8.4	-1.0	-7.3
Tokyo	26.3	+15.9	-4.2	-9.3	-4.4	-24.2
Da-ichi	24.4	+17.9	-1.4	-8.3	-9.0	-3.5
Yamatane	14.3	+33.6	-4.8	-9.8	-4.5	-8.4

## Loans write-off expected

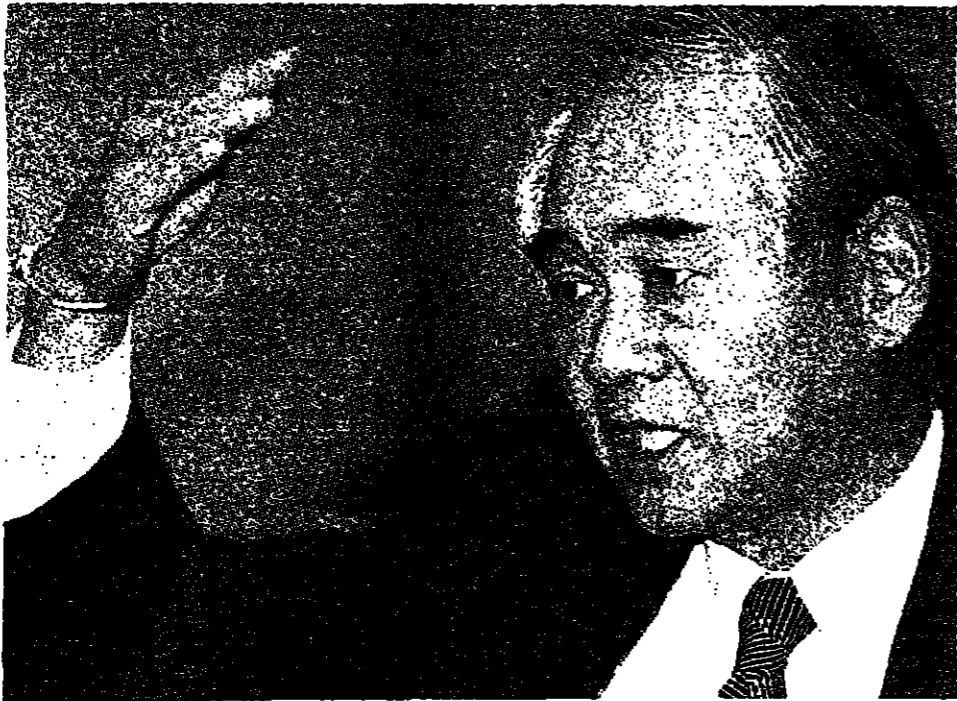
Nomura Securities is expected to write off all the ¥400bn (\$3.7bn) in non-performing loans held by its non-bank subsidiary Nomura Finance Co, within the current financial year, writes Gerard Baker. The company said it was considering the move, though no decision had yet been taken.

The broker is currently supporting its subsidiaries as a group, aiming to write off debts over a longer period at Nomura Finance against gains in real estate sales at other subsidiaries. But the company confirmed reports that that policy was now under review. Nomura expects ¥100bn in recurring profit in the current year; additional funds for the write-off would most likely come from sales of securities holdings.

companies also still have inflated cost bases as a result of over-ambitious expansion in the late 1980s. The results were just a slight improvement over last year when all 10 second-tier companies reported recurring losses. Most brokers cut their losses compared with last year, but not significantly. Two brokers, Kokusai and Wako, both of which rely less on individual investors for their business - managed to report small recurring profits.

The smaller companies will be further hit by the accelerating liberalisation of brokerage commissions in the next year. Most brokers said they planned to reduce their dependency on equity commissions, which account for about 70 per cent of their total revenues. All the second-tier brokers expect to return to profit in the current financial year, though realising those expectations will depend heavily on the equity market's continued strength.

Those higher volumes have been dominated by institutional investors and foreign clients, who trade mostly through the larger brokers. But many of the smaller



Hitoshi Tonomura: abandoned low-margin trading and brokerage activities

## Tonomura puts Nomura's UK arm back on track

A strategy switch has led to a European revival for the Japanese broker, reports Antonia Sharpe

On the face of it, railway rolling stock and public houses (bars) do not have much in common with investment banking. Yet by investing in such assets, Nomura International, the London arm of Japan's biggest securities house, has engineered a rapid return to profit. A year ago, Nomura's European operation was on the ropes. Its failure to become a leading force in its chosen markets - such as primary dealing in UK and French government bonds, and trading in European equities - had contributed to a loss of £162m (\$245m) in the year to end-March 1995.

But yesterday, Mr Hitoshi Tonomura, who was sent back to London from Tokyo last year to sort out the operation he had built up in the early 1980s, had the satisfaction of showing that he had done just that. By focusing on Nomura's strengths - its capital, its franchise of clients in Japan and the talent it had hired in recent years from rival banks - and by withdrawing from areas where it had insufficient market share to make serious money, Mr Tonomura has returned the European operation to a pre-tax profit of £67m

in the year to end-March 1996, well above the "reasonable" profit he predicted upon his arrival a year ago.

In an interview with the Financial Times, Mr Tonomura said the turnaround had been achieved by abandoning low-margin trading and brokerage activities, and by concentrating instead on innovative but profitable businesses such as asset trading, principal finance and securitisation, and eastern Europe.

The first two activities, in particular, require extensive use of the firm's capital to make a big profit, but Mr Tonomura rejected suggestions he had embarked on a "high-risk high-return" strategy. "This company is not a hedge fund," he said, referring to fund managers who take highly-leveraged positions in financial markets in the hope of maximising their returns.

"If you jump into cold water without the right kit it can be high risk and low return," Mr Tonomura joked. However, he ensured Nomura had the "right kit" by putting in place a strong risk-management team which constantly monitors the firm's capital. Asset trading involves buying bonds and other securities

which are trading below their inherent value, in the hope that their price will rise when the market realises that they are under-valued. In early 1995, Nomura launched into this market by poaching Mr Simon Fry, an asset-trading expert, from CS First Boston.

However, of the three activities which now form the foundations of Nomura International, principal finance and securitisation has been the most profitable so far. This involves Nomura using its own capital to buy assets which it then re-packages as bonds and sells on to investors.

Nomura's most notable principal finance deals in the last year were the £672.5m purchase of one of three rolling stock leasing companies from British Rail and the £254m purchase of nearly 1,800 pubs throughout the UK.

Mr Tonomura, who yesterday took over as chairman of Nomura International from Mr Koichi Kane (who is returning to Tokyo), said that while no product was profitable for ever, these three businesses would remain "interesting" for the next five or 10 years. With his usual caution he added, "But I don't have a crystal ball."

As of these securities having been sold, the above figures are estimates only.

# \$1,943,000,000

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(par value \$0.01 per share)

Global Coordinator  
**Goldman, Sachs & Co.**

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**Dresdner Bank - Kleinwort Benson** **HSBC Investment Banking** **NatWest Securities Limited**  
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56,950,000 Shares

*This portion of the offering was offered in the United States by the undersigned.*

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**CS First Boston**  
**Merrill Lynch & Co.**  
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**Bear, Stearns & Co. Inc.**  
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**Utendahl Capital Partners, L.P.** **The Williams Capital Group, L.P.**

May 1996

COMPANIES AND FINANCE: ASIA-PACIFIC

Kyocera enjoys record year as sales surge

By Michio Nakamoto in Tokyo
Kyocera, the Japanese maker of electronic components, communications equipment and fine ceramic parts, posted record group sales and profits for the year to March 31.

Strong growth in the cellular phone market was further underlined by the buoyant increase in sales at DDI, which yesterday reported a near doubling of parent pre-tax profits.

The group expects continued growth in the telecommunications and PC markets to support a 10 per cent increase in consolidated sales and a 20 per cent rise in operating profits.

Expanding PC markets worldwide. This lifted demand for its semiconductor parts, electronic components and fine ceramics, which all showed double-digit increases.

AVX, a US maker of electronic components, such as ceramic condensers, which became a part of Kyocera in 1990, also did well. It saw pre-tax profits surge 88 per cent to \$209m.

NAB edges ahead 4.6% to A\$998m in first half

By Nikki Tait in Melbourne and George Graham in London
National Australia Bank, Australia's biggest commercial bank and also the owner of a number of banking groups in the UK, US and New Zealand, yesterday announced a profit after tax of A\$998m (US\$799m) in the six months to the end of March.

NEWS DIGEST

Toray posts first rise in six years

Toray Industries, the Japanese synthetic fibre maker, saw its first rise in group net profits in six years, on the back of increased capital investment and enhanced efficiency in its production lines.

Taisho Pharmaceutical climbs

Taisho Pharmaceutical, Japan's leading maker of over-the-counter drugs, saw a healthy rise in profits for the past business year, due to an increase in sales of drugs developed in-house.

Turround at Thai media group

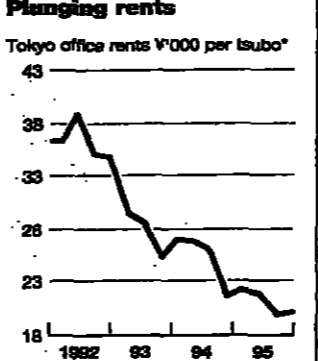
Manager Media Group, a Thai publishing group controlled by entrepreneur Mr Sondhi Limthongkul, owner of the recently-launched Asia Times newspaper, reversed last year's losses and yesterday reported a net profit of B1152m (\$6m) in the first quarter of 1996.

Signs of recovery in Tokyo property market

By William Dawkins in Tokyo
Tokyo's office property slump has bottomed out, on the evidence of annual results yesterday from Japan's three leading property developers.

Table with columns: Foundations for upturn (Y m), Sales, Recurring profit, After-tax profit, Div (Y), EPS (Y). Rows include Sumitomo Realty, Daiwa, and Tokai.

have contracted in a competitive and crowded market. There was also an unexpected rise in administration costs, from 5 per cent of turnover to 6 per cent.



Earnings increase at Mitsui chemical units

By Emiko Terazono in Tokyo
Two Japanese chemical companies belonging to the Mitsui group posted strong earnings growth for the 12 months to March as a result of brisk exports and rationalisation efforts.

at Y300bn. With after-tax profits expected to rise 47.5 per cent to Y6bn, the company plans to raise its annual dividend.

Hindustan Motors posts sharp advance

By Karal Bose in Calcutta
Hindustan Motors, the Indian cars and heavy engineering group, announced a 72 per cent increase in net profits to Rs1.1bn (\$147m) in the year to March 31, compared with Rs2.97bn in the previous year.

Finance One ahead 46% in first term

By Ted Bardecke in Bangkok
Finance One, Thailand's largest finance company, yesterday reported first-quarter net profit of B1533m (\$26m), up 46 per cent on the same period a year ago.

One suffered on the lending side, where net interest margins declined as loan growth slowed while funding costs remained high.

CSR and Mobil Oil in venture

CSR, the Australian building products, sugar and aluminium group, said yesterday it was forming a 50-50 road-surfacing joint venture with Mobil Oil Australia.

Goldsmith lifts Elders stake

Sir James Goldsmith's General Oriental Investments notified the Australian Stock Exchange yesterday it had again raised its stake in Elders, the agricultural products group which is subject to an agreed bid from Futurus, a Perth-based mini-conglomerate.

James Hardie business for sale

James Hardie, the Australian building products group, said yesterday it was putting its irrigation products business up for sale. The division has annual sales of US\$135m.

TEGE SA NOTICE
Shareholders are invited to attend the ANNUAL GENERAL MEETING of TEGE SA to be held on Monday, 10 June 1996 at 10.00 am at the Conference Centre, Hotel Royal Plaza Intercontinental, Grand Rue 97, 1820 Montreux, Switzerland.

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Exchangeable Guaranteed Floating Rate Notes due 1999
guaranteed by Cheung Kong (Holdings) Limited

RENEF RED NACIONAL DE LOS FERROCARRILES ESPAÑOLES
US\$450,000,000 Floating rate notes due 1998
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DEN DANSKE BANK
Perpetual Subordinated Floating Rate Notes
in accordance with the provisions of the Danish Act on the Issuance of Securities

ADRIAN BANK LIMITED
MULTIPLE OPTION FACILITY AGREEMENT
DATED MARCH 25, 1994

Capital One Master Trust
U.S. \$300,000,000 Floating Rate Class A Certificates, Series 1995-2

NOTICE TO THE HOLDERS OF MAP Investment N.V.
25 Participating Bonds
Due May 17, 1996 (the "Bonds")

Notice of Early Redemption to Holders of Series G of RSVP Westminster Limited
Guaranteed Extendible Variable Rate Notes due 2005/2006

CHEVY CHASE MASTER CREDIT CARD TRUST II
U.S.\$138,000,000 Class A Floating Rate Asset Backed Certificates, Series 1995-B

PETROFINA
On May 10, 1996, the Shareholders approved a gross dividend payment of 352 BEF (264 BEF net for one ordinary share and 299.20 BEF net for one VPR share).

National Westminster Bank
U.S.\$500,000,000 Junior FRNs
Notice is hereby given that the Rate of Interest has been fixed at 6.0% and that the interest payable on the relevant Interest Payment Date November 18, 1995 against Coupon No. 25 in respect of U.S.\$25,000 nominal of the Notes will be U.S.\$770.83 and in respect of U.S.\$5,000 nominal of the Notes will be U.S.\$154.17.

HEMISPHERES FUNDING CORPORATION
Guaranteed Asset Backed Floating Rate Notes, Series 1994-A
U.S.\$300,000,000

Bankers Trust Company
Interest Accrual Rate Coupon Amount (USD)
Class A 5.799900% U.S.\$178,480.79

Handwritten note: 2005/10/15/20

COMPANIES AND FINANCE: UK

# Utility to make special dividend followed by big annual increase Nat Power plans £1bn pay-out

By Patrick Harverson

National Power is expected on Monday to announce plans to return more than £1bn (£1.52bn) to its shareholders through a special dividend and a big annual dividend increase. It is likely to be the largest pay-out to shareholders made by a UK company, comparable only to the £1bn special dividend TSB paid to shareholders in November prior to its merger with Lloyds Bank.

It will dwarf the amount PowerGen, its generating rival, intends to spend on a similar exercise to reward shareholders. It announced plans on Wednesday for a £400m share buy-back.

Both companies are handing over huge sums to shareholders because, having been prevented by the government from taking over regional electricity companies, they have access to large amounts of money which must be invested efficiently. Giving it to shareholders is seen in the City as the best use of funds.

National Power had agreed a £2.5bn bid for Southern Electric and PowerGen had lined up a £1.9bn bid for Midlands Electricity until Mr Ian Lang, the trade and industry secretary, blocked the deals last month on the grounds that they would hinder competition in the generation market.

Although National Power

was going to finance part of its takeover of Southern with debt, it had also planned to use the proceeds from the sale of four power stations to Hanson, the industrial conglomerate. Under the terms of that deal, almost £400m of the total £1.7bn Hanson would pay National Power over 10 years was going to be paid up front. That money will now go towards the pay-out which analysts expect to total more than £1bn.

The final payout could disappoint some investors because the company had at one stage been considering returning between £1.5bn-£2bn to shareholders as a defensive measure against a possible takeover by

Southern Company, the Atlanta-based utility.

However, last month the US group - which already owned a UK electricity distributor - was warned off the deal by the government, which said it would use its "golden share" in National Power to prevent anyone buying more than 15 per cent of the company.

Since the threat of a takeover was removed, National Power has been deciding how to structure the shareholder package. The bulk of the money is expected to be handed over in the form of a special dividend, which will be announced when the company publishes its annual results on Monday.

# BT moves to avoid Oftel pricing clash

By Alan Cane

The likelihood of a bruising clash later this month between British Telecommunications and Oftel, the industry regulator, receded yesterday, as the UK's dominant telecoms operator announced its best results for some years.

It emerged that BT is trying to persuade Oftel to adopt a price formula which could benefit residential and small business customers, avoiding the imposition of controls which it believes will unduly damage profitability.

Sir Peter Bonfield, BT chief executive, hoped Oftel would recognise the value of price controls for "some services and some groups of customers". Sir Peter Bonfield said talks were continuing with the industry watchdog over the regulatory regime for the five years between 1997 and 2001.

Mr Don Cruickshank, Oftel director general, has suggested he will cap 60 per cent of BT's range of prices through a formula equal to the rate of inflation minus 5.9 percentage

points. He also wishes to include a fair trading clause in BT's licence. BT has indicated it finds both conditions unacceptable; if a compromise cannot be found, a referral to the Monopolies and Mergers Commission seems inevitable.

BT argues that prices for residential and small business customers alone should be capped at between, say, inflation minus 3.5 percentage points. The effect would be to shift the price burden towards big business customers.

Profits before tax in the year to March 31 came in at £3.02bn, (\$4.59bn), more than 13 per cent up and well ahead of market expectations. Taking into account a sharp decline in redundancy costs and other non-recurring factors, the profit rise was 6 per cent.

Turnover was 4 per cent up at £14.46bn. Sir Peter said the focus was on developing the business at home and abroad. After the failure of merger talks between BT and Cable and Wireless, further investment was needed in the Asia Pacific area.

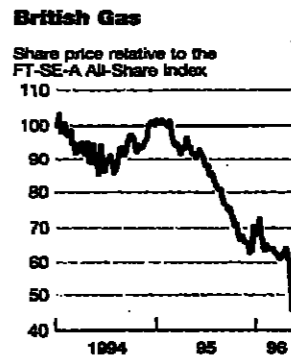
## LEX COMMENT British Gas

What goes down must come up. That, at any rate, has been the flawed hope of many investors who have doggedly hung on to their British Gas shares.

As a bit of investment logic, it has proved disastrous. With the flow of bad news apparently unending, it is not surprising that so many are now finally losing patience and cutting their losses.

But the shares have fallen far enough. For a start, yesterday's results are hardly relevant. What they show - that British Gas is getting hammered in the business market - relates entirely to British Gas Energy, the trading arm which is to be demerged. Valuing this side of the business is a highly speculative game, and the niceties of current performance pale into insignificance besides its £40bn worth of uneconomic gas contracts.

So what are the shares worth? Start with the initial 20-25 per cent price cuts recently proposed by the regulator for Transco, BG's pipeline business. They would leave Transco with free cash flow equivalent to 6.7p-9.7p a share. There is a reasonable case for taking a figure nearer the top of the range - say 8p - since the justification for the harshest cuts looks shaky. If all the free cash flow was paid as a dividend and put on the same yield as the water sector, Transco's value would be 155p. Add a conservative stab at the value of British Gas Energy - 25p - and you are already above last night's price of 174.5p, with the risks more likely to be on the upside. This may not amount to a strong buy recommendation, but if the shares continue to fall it will be a triumph of sentiment over the facts.



Source: FT Intel

# BTR shares fall 5% on warning

By Tim Bart

Shares in BTR fell almost 5 per cent yesterday after the industrial manufacturing group issued a profits warning following trading difficulties in its polymer and automotive sides.

The company said problems at its Taiwanese polymer plant and high start-up costs in its automotive sealings business would dent its first-half performance, with operating profits falling to match the £750m (\$1.14bn) last year.

BTR shares fell 14p to 297p as more than 21m shares changed hands.

Most analysts cut their profit forecasts for the current year from about £1.47bn to £1.4bn. Some suggested the group might report profits of no more than £1.38bn, compared with £1.5bn for 1995.

Mr Ian Strachan, who took over as BTR chief executive

earlier this year, blamed the difficulties mainly on volatile pricing and weak demand in the polymer business. The company, which raised \$900m from disposals last year, is thought to be considering selling the polymer business.

He also predicted improved productivity from the sealings systems business, where output has been hampered by the high cost and time taken to install new production facilities.

Profits in sealing systems, part of BTR's transportation division, have fallen £15m since December.

The company also admitted that Varta, the loss-making German battery manufacturer acquired for £56m last year, had yet to break even.

Mr Strachan maintained it was "good housekeeping" to keep shareholders informed of trading difficulties.



Ian Strachan: thought to be considering polymer disposal

# Clyde bids A\$173m for Crusader

By Jane Martinson in London and Nikkai Tait in Sydney

Clyde Petroleum, the UK-based independent oil company, yesterday bid A\$172.8m (£91.4m) cash for Crusader, an Australian energy group.

Mr Malcolm Gourlay, executive chairman, said the deal

was part of Clyde's strategy of expanding reserves through acquisition as well as exploration.

The offer of A\$1.62-a-share represents a premium of 34 per cent over Crusader's share price of A\$1.21 before the announcement. It consequently jumped 42 cents. Clyde's shares

remained unchanged at 63p.

Mr Gourlay said he expected Crusader, which reported a post-tax loss of A\$3.3m after abnormal items in 1995, to be profitable by the year end.

Triton Energy, the US oil producer and Crusader's biggest shareholder with 49.9 per cent, said it intended to accept

the offer in the absence of any higher bid. Crusader's board said it believed the offer was "fair and reasonable".

The deal would increase Clyde's reserves by almost 5,000 barrels of oil equivalent a day and lengthen its reserve life by about eight months to just over eight years.

# Pillsbury helps lift GrandMet

By Roderick Oram

A strong performance from Pillsbury in the US helped Grand Metropolitan overcome flat profits from spirits and a decline at Burger King to report modest growth in interim profits.

Pre-tax profits of £455m (\$691.6m) for the six months to March 31, up 3.2 per cent, were at the top end of City forecasts. Underlying profits rose by nearly 10 per cent and the company told analysts it was considering share buy-backs. But the shares slipped 8p to 440p because the City had hoped for an even more upbeat view on spirits.

IDV, the drinks arm, turned in the best results the sector has seen for years with underlying volume growth of 5 per cent and price rises averaging 1.5 per cent.

Pillsbury's profits rose 47 per cent to £240m on turnover up 32 per cent at £1.87bn, reflecting a full contribution from the Pet Mexican food acquisition and 11 per cent organic growth.

# British Gas hit by tougher times

By Patrick Harverson

The problems keep piling up for British Gas. Yesterday, just three days after the industry regulator proposed swinging price cuts for its core pipeline business, the group revealed that lower gas prices and increased competition had pushed its industrial and commercial business into the red during the first quarter.

The losses meant that despite a £100m gain from increased sales during the extremely cold winter, net profits on a historical cost basis fell from £505m to £573m (\$871m) well below analysts' forecasts. Earnings were 13.1p (13.9p).

The disappointing results spelled further bad news for beleaguered British Gas shareholders, who saw the share price fall another 14p to 174 1/2p.

Since Ofgas, the regulator, announced its new price controls on Monday the shares have dropped 23 per cent.

British Gas has been the worst performing stock in the FT-SE 100 index over the past 16 months, losing 44 per cent of

its value.

The company also admitted yesterday that services standards had fallen during the quarter because of the disruption caused by its restructuring programme.

Its ability to cover maintenance calls and response times to customer inquiries both deteriorated, it said.

Turnover rose slightly to £3.24bn (£3.15bn) but after costs that rose 4 per cent to £2.28bn, operating profits were virtually unchanged at £969m.

Interest costs doubled to \$20m mainly due to restructuring-related spending which saw another 3,000 staff voluntarily leave. The workforce has been reduced by a third to 46,370 since 1993 and further cuts are likely. However, British Gas has warned that if it is forced to accept the regulator's price cuts for 1997-98 it may have to shed 10,000 staff.

Losses from the commercial business were £96m, against a small profit in the same quarter last year. Transco, the pipeline business, showed an operating profit of £619m (£560m).

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**FINAL DIVIDEND 1995**

At the Annual General Meeting of Shareholders held on 15 May, 1996, the dividend for the fiscal year 1995 was fixed at NLG 2.37 per common share of NLG 1.00 par value. After deduction of the interim dividend of NLG 0.82 paid already, the final dividend amounts to NLG 1.75 per common share of NLG 1.00 par value.

The final dividend will be paid out entirely in cash, or in stock out of the tax-free paid-in surplus or if so requested out of the 1995 net income, in accordance with the shareholders' preference as previously indicated. The new shares will participate fully in the 1996 results and those of subsequent years.

Except for holders of New York shares, the final dividend will be payable as from 29 May, 1996 at the head offices of:  
 ABN AMRO Bank N.V., Bank Leuven N.V., Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Bank Labouchere N.V., Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Internationale Nederlanden Bank N.V., MeesPierson N.V., Kredietbank N.V., Brussels, Kredietbank S.A. Luxembourg, Luxemburg, Schweizerischer Bankverein, Schweizerische Kreditanstalt, Schweizerische Bankgesellschaft, Zürich, Basel and Geneva, Deutsche Bank A.G., Düsseldorf, and J. Henry Schroder Wagg & Co. Ltd., London.

For shareholders who have elected for payment entirely in cash, dividend coupon no. 8 will pay NLG 1.75 less a 25% dividend tax.

Holders of common shares who have elected for payment in stock will receive one common share of NLG 1.00 par value upon surrender of 51 coupons no. 8. Coupons must be surrendered to N.V. Nederlandsch Administratie- en Trustkantoor, Herengracht 420, 1017 BZ Amsterdam, The Netherlands.

Rights to the dividend payment in cash or stock will be made available to holders of CF Certificates through those institutions which have been acting as custodians of the coupon sheets for their shares at the close of business on 15 May, 1996.

The published commission rates will be paid to members of the Amsterdam Stock Exchange to enable them to exchange dividend coupon no. 8 for common shares without charging commission to shareholders.

**The Executive Board**

**AEGON Insurance Group**

The Hague, 17 May, 1996  
 50 Mariahoeveplein

COMPANIES AND FINANCE: UK

Eastern maiden lifts Hanson

Energy gains help offset declines elsewhere, reports Tim Burt

Hanson yesterday reported a 9 per cent increase in first half operating profits after unexpectedly high contributions from Eastern oil...

Table with 2 columns: Metric and Value. Includes Operating profit (€m), Dividend (€m), etc.

Table with 2 columns: Metric and Value. Includes Operating profit (€m), Dividend (€m), etc.

Mr Derek Bonham, chief executive, blamed the downturn on a disappointing performance in the chemicals division...

Peabody's operating profits to £98m (1995m). Mr Bill Landry, who heads Hanson's US business...

The division, which is to retain the Hanson name following the merger, saw profits in the bricks business fall from £15m to £10m...

RESULTS

Large table with columns: Company, Revenue (€m), Profit (€m), EPS (p), Dividend (p), etc. Lists various companies like Anglo, British Gas, BT, etc.

NEWS DIGEST

CTR restructure wins support

Central Transport Rental, the trailer rental group formerly known as Tiphook, plans a financial restructuring which involves swapping £213m (£823.8m) of debt...

Glaxo Wellcome shares jump

Glaxo Wellcome, the UK's largest drugs company, yesterday delivered a better than expected report on sales growth for the first four months of the year...

IMPORTANT NOTICE

BANCO FRANCÉS DEL RÍO DE LA PLATA S.A. (Banco Francés). Your immediate action is required. If you have any doubt with respect to the contents of this notice, you should consult with your advisors.

Table titled 'Abridged audited results for the year and final dividend'. Columns: (R million), 1995, 1996. Rows: Investment income, Interest earned, Surplus on realisation of investments, etc.

Issue Date: June 16 1996. Effective Date: Friday 10 May 1996. Barclays de Zoete Wedd Warrants Limited. 10,000,000 Warrants relating to shares of AS Volvo.

WORLD POLICY GUIDE

World Policy Guide is the only international source of information on new products and policy innovation in the commercial market. Published monthly, it examines a different class of insurance in each issue...

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COMMODITIES AND AGRICULTURE

Gold shares attract Far East buyers

By Kenneth Gooding, Mining Correspondent

Gold bugs in the Far East are at last beginning to buy shares in gold mining companies as well as the precious metal itself, according to Mr Graham Birch of Mercury Asset Management...

and Nomura, the Japanese bank, in February last year, had so far attracted the equivalent of US\$50m. Other funds had been set up in Japan so that very soon the total invested in gold companies there would reach \$1bn.

He suggested that would alter the cost of capital available to the gold mining industry. "Those that don't hedge will find it cheaper to raise equity for new mining ventures."

At Murray said the liquidity picture was even less reassuring when it was realised that developing country banks were the most active lenders to the market in reality there was only about 3,500 tonnes of gold in their vaults ready to provide liquidity to the physical market...

Australian minister pins wool industry hopes on price rise

By Nikki Tait in Sydney

Representatives of Australia's troubled wool industry yesterday agreed to continue with the fixed schedule for sales of stockpiled wool until the middle of 1997.

But, after a "crisis" meeting with industry officials in Canberra, Mr John Anderson, the new federal primary industries minister, acknowledged that the industry was heading for "collapse" if there was no improvement in returns for growers.

guaranteed price regime, now stands at about 2.3m bales - or about half its peak level. However, many growers have complained that WT's steady feed into a falling market has compounded price problems.

BSE 'to boost EU cereals demand'

By Deborah Hargreaves

Demand for cereals across the European Union could increase by up to 1.2m tonnes because of the switch away from beef to other meats as a result of the crisis over bovine spongiform encephalopathy, according to initial research findings by Produce Studies Group, a food consultancy.

Europe's oyster farmers hope for calmer waters

Alastair Guild on an industry that is having to contend with fickle weather, erratic buyers and, now, a mystery disease

Hebrew oyster farmer Andrew Abrahams looks wistfully out of his kitchen window at the notoriously fickle Western Isles weather as it unfolds across the sound. He has just received two telephoned orders for a total of 50,000 oysters to be met within the following 10 days...

grading standards. A satisfied customer this time would surely lead to repeat orders, enabling him to at least recover his investment in this mature stock.

France 50 per cent of oysters are consumed during December. This has had a significant impact on exports to France.

industry would be content to maintain consumption at present levels. It has a public education campaign aimed at attracting younger consumers and is developing easier ways for the consumer to open an oyster.

and high temperatures, they say, are part of the problem. UK growers have been advised by the UK Shellfish Association not to import French seed and, to date, have not suffered any untoward mortalities, even with last year's hot summer.

Mr Abrahams, who imports his seed from the Channel Islands, met his latest orders - with help from other islanders - and has been asked to supply as many oysters as he can over the next two months.

A herpes-like virus is causing concern about French seed stocks

a saleable production of 10m oysters. There has been a large increase along the west coast, where production of rock oysters began in 1973 and reached 2,000 tonnes last year.

Prices for rock oysters have been falling, to as low as £400 a tonne landed in France last winter, a fall attributed to the strike, the general recession in France and the trend towards the supermarket trade, which is looking for smaller oysters.

Some gigas stocks in France. The French first reported mortality in 1994 on the Brittany coast. Soon afterwards, the Portuguese, Spanish and Dutch growers described heavy casualties among oysters originating from imported French stock.

COMMODITIES PRICES

BASE METALS

Table with columns for metal type (Copper, Zinc, Lead, Nickel), price change, high, low, and open prices.

Precious Metals continued

Table with columns for metal type (Gold, Silver, Platinum, Palladium), price change, high, low, and open prices.

GRAINS AND OIL SEEDS

Table with columns for grain type (Wheat, Soybeans, Barley), price change, high, low, and open prices.

SOFTS

Table with columns for soft commodity type (Cocoa, Coffee, Sugar), price change, high, low, and open prices.

MEAT AND LIVESTOCK

Table with columns for livestock type (Cattle, Hogs, Pigs), price change, high, low, and open prices.

ENERGY

Table with columns for energy type (Crude Oil, Heating Oil, Natural Gas), price change, high, low, and open prices.

PRECIOUS METALS

Table with columns for metal type (Gold, Silver, Platinum, Palladium), price change, high, low, and open prices.

FUTURES DATA

Table with columns for futures type (Wool, Reuter's, CBOT), price change, high, low, and open prices.

INDICES

Table with columns for index type (Reuter's, CBOT, S&P), price change, high, low, and open prices.

JOTTER PAD advertisement for HP Hewlett Packard, featuring a grid and promotional text.

CROSSWORD

Crossword puzzle grid with clues and a solution key.

ACROSS and DOWN crossword clues and solutions, including a word search puzzle.

INTERNATIONAL CAPITAL MARKETS

Treasuries slip on FOMC nervousness

By Lisa Branstetter in New York and Samer Iskandar and Antonia Sharpe in London

US Treasury prices gave back some of their recent gains in early trading yesterday amid nervousness ahead of next week's meeting of the Federal Reserve's Open Market Committee.

Mr Jay said the market was also consolidating after the strong gains made since late last week. "I think the market's going to take a breather and get a little nervous about what comes out of the Fed meeting."

helping ease fears that recent signs of economic strength will lead to inflationary pressures. But new housing construction jumped to 1.5m units last month and the Federal Reserve Bank of Philadelphia's survey of the business outlook for May showed that manufacturers are experiencing increases in some input prices.

Japanese government bonds were subject to profit-taking in this trading following Wednesday's gains sparked by remarks by the Bank of Japan governor that there was no need to raise short-term interest rates. The profit-taking caused the yield on the benchmark 10-year government bond to rise to about 3.33 per cent in London trading from 3.28 per cent at the close of Japanese trading yesterday.

Italian bonds were boosted by optimism on the political front and a strengthening of the Lira against the D-Mark. Liffe's June BTP future settled at 114.73, up 0.32, after reaching a high of 114.94.

US banks 'biggest users of derivatives'

By Richard Lapper

The extent to which large US companies are making use of derivatives is highlighted in a new handbook published by Risk Magazine in association with Price Waterhouse, the accounting firm.

Decree clears way for privatisation of Milan SE

By Andrew Hill in Milan

The Milan stock exchange will become a self-regulating joint stock company, owned by financial intermediaries, under the terms of a new decree approved this week by the Italian government.

But most foreign securities houses have already set up SDMs, or linked up with existing Italian brokers. The Eurosim decree gives many regulatory functions which are currently exercised by Consob, the financial markets watchdog, to the privatised stock exchange, including the power to admit, suspend or revoke the authorisation of individual operators or financial instruments.

Strong demand for Merrill Lynch FRN issue

By Corinne Middelman

With most of Europe closed for national holidays yesterday, only two new issues saw the light of day in a torpid euro-bond market. Merrill Lynch, the US investment bank, issued \$100m of five-year floating-rate notes yielding 24 basis points over Libor at the re-offer price. In late trading, the spread had narrowed to 23 basis points due to strong investor demand, lead manager Merrill Lynch said.

interest in spread product, and the starting market is starved of supply," he said. In yield terms, the notes compare favourably with paper issued by UK building societies with similar credit ratings, which trade at single-digit yield spreads over Libor, he added.

the market soon, with Colombia launching an international roadshow yesterday for its forthcoming \$500m five-year bond - its first dollar-denominated eurobond after three years of similar issues and a D-Mark eurobond. Salomon Brothers and SBC Warburg will act as joint leads for the offering.

After issuing two \$200m Asian-targeted dragon bonds last year, Ford Motor Credit plans to make the issue a so-called euro-Asian bond, combining elements of a dragon bond - such as Asian listings and launch - with eurobond features like European retail placement and larger size.

FT-Actuaries Fixed Interest Indices. Price indices UK Gilts. 1 Up to 5 years (23) 121.22 0.02 121.19 2.11 3.78 5 yrs 7.52 7.22 8.54 7.55 7.56 8.67 7.85 7.85 8.85

NEW INTERNATIONAL BOND ISSUES

Table with columns: Borrower, US Dollars, Amount, Coupon, Price, Maturity, Fee, Spread, Book-runner. Includes entries for VEW, Abbey Natl, STERLING, Merrill Lynch & Co.

INTERNATIONAL BONDS

Table with columns: Country, Coupon, Price, Yield, Spread. Includes entries for Australia, Austria, Belgium, Canada, Denmark, France, Germany, Ireland, Italy, Japan, Netherlands, Portugal, Spain, Sweden, UK Gilts, US Treasury, ECU (French Govt).

WORLD BOND PRICES

Table with columns: Country, Coupon, Price, Yield, Spread. Includes entries for Australia, Austria, Belgium, Canada, Denmark, France, Germany, Ireland, Italy, Japan, Netherlands, Portugal, Spain, Sweden, UK Gilts, US Treasury, ECU (French Govt).

BENCHMARK GOVERNMENT BONDS

Table with columns: Country, Coupon, Price, Yield, Spread. Includes entries for Australia, Austria, Belgium, Canada, Denmark, France, Germany, Ireland, Italy, Japan, Netherlands, Portugal, Spain, Sweden, UK Gilts, US Treasury, ECU (French Govt).

BUND FUTURES OPTIONS

Table with columns: Strike, Price, Call/Put, Change. Includes entries for Jun, Jul, Aug, Sep, Oct, Nov, Dec.

ITALY

Table with columns: Strike, Price, Call/Put, Change. Includes entries for Jun, Jul, Aug, Sep, Oct, Nov, Dec.

SPAIN

Table with columns: Strike, Price, Call/Put, Change. Includes entries for Jun, Jul, Aug, Sep, Oct, Nov, Dec.

FT-FIXED INTEREST INDICES

Table with columns: Index, Price, Change. Includes entries for 1 Up to 5 years (23), 2 5-15 years (19), 3 Over 15 years (9), 4 All stocks (27).

FT-FIXED INTEREST INDICES

Table with columns: Index, Price, Change. Includes entries for 1 Up to 5 years (23), 2 5-15 years (19), 3 Over 15 years (9), 4 All stocks (27).

GILT EDGED ACTIVITY INDICES

Table with columns: Index, Price, Change. Includes entries for 118.5, 71.7, 78.9, 102.1, 112.4.

FT/ISMA INTERNATIONAL BOND MARKET

Table with columns: Issued, Bid, Offer, Change, Yield. Includes entries for U.S. DOLLAR STRAIGHTS, SWISS FRANCS STRAIGHTS, OTHER STRAIGHTS.

US INTEREST RATES

Table with columns: Rate, Yield, Change. Includes entries for Treasury Bills and Bond Yields, Prime rate, Fed funds, Fed funds at interbank.

BOND FUTURES AND OPTIONS

Table with columns: Strike, Price, Call/Put, Change. Includes entries for France, Germany, Japan, UK.

UK GILTS PRICES

Table with columns: Issue, Price, Yield, Change. Includes entries for Short-term, Medium-term, Long-term.

Other Fixed Interest

Table with columns: Issue, Price, Yield, Change. Includes entries for Australia, Canada, Denmark, ECU, France, Germany, Hong Kong, Italy, Japan, Korea, Luxembourg, Netherlands, New Zealand, Norway, Portugal, Singapore, South Africa, Spain, Sweden, Switzerland, Taiwan, Thailand, UK, USA, Venezuela.

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Handwritten note: "Lester 10/15/96"



CURRENCIES AND MONEY

MARKETS REPORT

Swiss franc falls during quiet trading session

By Philip Gawth

The fall in the Swiss franc was the main feature of a quiet trading day, with many markets closed for Ascension Day. Only the UK, Spain and Portugal were open in Europe.

There were no fresh developments to explain the weakness of the franc, whose fall was reminiscent of the sharp drop in sterling on May Day when London was again the only leading European centre open for trade.

The franc closed in London at Sfr1.5588 against the dollar, from Sfr1.5588 earlier in the day. It had reached a 15-month intra-day low of Sfr1.5260.

The franc was also weaker against the D-Mark, which finished the day buying 81.9 centimes, from 81.7.

The dollar was little changed against the D-Mark, at DM1.5341.

made an unsuccessful attempt to break a 40-month high of Sfr1.3550 before finishing at Sfr1.5588 against the D-Mark.

Sterling had an uneventful day, finishing at DM2.3231, against the D-Mark, and at \$1.5117, from \$1.5131.

The further weakness in the Swiss franc came as little surprise. Analysts for some time have been describing it as the most overvalued currency in the world.

Mr Paul Chertkow, head of global currency strategy at UBS in London said it had been obvious that the Swiss economy needed lower interest rates to pull it out of recession.

Like the German economy, recent evidence suggested it was likely to be replaced by a weaker

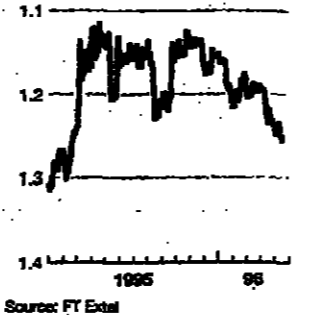
exchange rate. Mr Chertkow said one reason for the weaker franc was that the market had overreacted to the fear that the D-Mark would be replaced by a significantly weaker Euro, and hence there was less case for safe-haven flows into the franc.

"The forces that have been boosting the Swiss franc are unwinding," he said.

Goldman Sachs has revised its franc forecasts more negatively earlier in the week. The forecast is for Sfr0.88 against the D-Mark, and Sfr1.41 against the dollar, in six months. The bank cited two reasons: the forecast is closer to their calculation of fair value (Sfr0.95), and "growing public concerns that Swiss officials concerning the economy being done to the economy."

Last Friday Swiss government advisers called on the central bank to pay more attention to currency rates in their planning.

Swiss franc



Source: FT Data

lowest level since the late Eighties.

The message is that market participants feel very little need to insure against the risk of currency volatility. Often when currencies are at the edge of their trading range, this is the prelude for a sharp move, which would be accompanied by rising expectations of volatility.

Mr John Wareham, head of global foreign exchange marketing at Merrill Lynch in London, said that Sfr1.25 was historically a "massively unstable price".

Whatever puzzles the options market is throwing up, the positive relationship between dollar-D-Mark and the ten-year treasury bond spread, has been striking. Given this, and the expectation that stronger US growth will probably cause the gap to widen further, Mr Mike Rosenberg, head of bond and currency research at Merrill Lynch in New York, is forecasting that the dollar will

fall as far as DM1.60, perhaps DM1.70.

This comes with analysis from Mr Ravi Bulchandani, economist at Morgan Stanley in New York that it is the dollar that is the BOJ's chief concern. He argues that "the BOJ probably has a wider range of tolerance for a strong yen against the D-Mark, as long as the dollar does not fall, or even better, continues to rise against the yen."

Other currencies with analysis from Mr Ravi Bulchandani, economist at Morgan Stanley in New York that it is the dollar that is the BOJ's chief concern. He argues that "the BOJ probably has a wider range of tolerance for a strong yen against the D-Mark, as long as the dollar does not fall, or even better, continues to rise against the yen."

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POUND SPOT FORWARD AGAINST THE POUND

Table with columns for currency, closing mid-point, change on day, bid/offer spread, and various forward rates for different terms (1 month, 3 months, 6 months, 1 year).

DOLLAR SPOT FORWARD AGAINST THE DOLLAR

Table with columns for currency, closing mid-point, change on day, bid/offer spread, and various forward rates for different terms (1 month, 3 months, 6 months, 1 year).

OTHER CURRENCIES

Table listing various other currencies and their exchange rates against the dollar and other major currencies.

CROSS RATES AND DERIVATIVES

Table showing exchange rates for various currencies (Belgium, Denmark, France, Germany, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, UK, USA, etc.) against the dollar and other major currencies.

EXCHANGE CROSS RATES

Table showing exchange rates for various currencies (Belgium, Denmark, France, Germany, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, UK, USA, etc.) against the dollar and other major currencies.

UK INTEREST RATES

Table showing London money rates for various terms (overnight, 7 days, 1 month, 3 months, 6 months, 1 year) for different currencies.

UK SPOT STERLING FUTURES (LIFFE) £500,000 points of 100%

Table showing UK spot sterling futures prices for various months (Jun, Sep, Dec) and different terms.

EMIS EUROPEAN CURRENCY UNIT RATES

Table showing EMIS European Currency Unit rates for various currencies (Spain, Netherlands, Austria, Portugal, Germany, France, Denmark, Ireland).

SHORT STERLING OPTIONS (LIFFE) £500,000 points of 100%

Table showing short sterling options prices for various months (Jun, Sep, Dec) and different terms.

BASE LENDING RATES

Table showing base lending rates for various banks (Admiral, Allied, Citibank, etc.) and different terms.

US TREASURY BOND FUTURES (CME) \$1m per 100%

Table showing US treasury bond futures prices for various months (Jun, Sep, Dec) and different terms.

EURO AREA BOND FUTURES (EUREX) \$1m points of 100%

Table showing Euro area bond futures prices for various months (Jun, Sep, Dec) and different terms.

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WORLD INTEREST RATES

Table showing world interest rates for various currencies (Belgium, Denmark, France, Germany, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, UK, USA, etc.) and different terms.

EURO CURRENCY INTEREST RATES

Table showing Euro currency interest rates for various currencies (Belgium, Denmark, France, Germany, Italy, Netherlands, Norway, Portugal, Spain, Sweden, Switzerland, UK, USA, etc.) and different terms.

THREE MONTH EURO CURRENCY FUTURES (LIFFE) DM1m points of 100%

Table showing three month Euro currency futures prices for various months (Jun, Sep, Dec) and different terms.

THREE MONTH EURO CURRENCY FUTURES (LIFFE) DM1m points of 100%

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BERKELEY FUTURES LIMITED - 88 DOVER STREET, LONDON W1X 3BB

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LONDON SHARE SERVICE

ALCOHOLIC BEVERAGES

Table listing companies in the Alcoholic Beverages sector, including share prices and changes.

BANKS, MERCHANT

Table listing companies in the Banks and Merchants sector.

BANKS, RETAIL

Table listing companies in the Banks and Retail sector.

BREWERIES, PUBS & REST

Table listing companies in the Breweries, Pubs & Restaurants sector.

BUILDING & CONSTRUCTION

Table listing companies in the Building & Construction sector.

BUILDING MATS. & MERCHANTS

Table listing companies in the Building Materials & Merchants sector.

CHEMICALS

Table listing companies in the Chemicals sector.

DISTRIBUTORS

Table listing companies in the Distributors sector.

DIVERSIFIED INDUSTRIALS

Table listing companies in the Diversified Industrials sector.

ELECTRICITY

Table listing companies in the Electricity sector.

ELECTRONIC & ELECTRICAL EQPT

Table listing companies in the Electronic & Electrical Equipment sector.

ENGINEERING, VEHICLES

Table listing companies in the Engineering, Vehicles sector.

EXTRACTIVE INDUSTRIES

Table listing companies in the Extractive Industries sector.

ENGINEERING

Table listing companies in the Engineering sector.

ENGINEERING & ELECTRICAL EQPT - Cont.

Continuation of the Engineering & Electrical Equipment table.

EXTRACTIVE INDUSTRIES - Cont.

Continuation of the Extractive Industries table.

FOOD PRODUCERS

Table listing companies in the Food Producers sector.

GAS DISTRIBUTION

Table listing companies in the Gas Distribution sector.

HEALTH CARE

Table listing companies in the Health Care sector.

HOUSEHOLD GOODS

Table listing companies in the Household Goods sector.

INSURANCE

Table listing companies in the Insurance sector.

INVESTMENT TRUSTS

Table listing companies in the Investment Trusts sector.

INVESTMENT TRUSTS - Cont.

Continuation of the Investment Trusts table.

INVESTMENT TRUSTS SPLIT CAPITAL

Table listing companies in the Investment Trusts Split Capital sector.

OTHER INVEST

Table listing other investment companies.

OTHER INVEST - Cont.

Continuation of the Other Investment table.

OTHER INVEST - Cont.

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OTHER INVEST - Cont.

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OTHER INVEST - Cont.

Continuation of the Other Investment table.

Advertisement for Hewlett-Packard Computacenter, featuring the HP logo and text: 'Print leader, performance servers, managed desktops. From the UK's leading provider of distributed IT systems and services. Computacenter'.

HEALTH CARE - Cont.

Continuation of the Health Care table.

HOUSEHOLD GOODS

Table listing companies in the Household Goods sector.

INSURANCE

Table listing companies in the Insurance sector.

INVESTMENT TRUSTS

Table listing companies in the Investment Trusts sector.

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Continuation of the Other Investment table.

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Continuation of the Other Investment table.

OTHER INVEST - Cont.

Continuation of the Other Investment table.

OTHER INVEST - Cont.

Continuation of the Other Investment table.

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LONDON SHARE SERVICE

Table with columns for company names, share prices, and financial data. Includes sections for 'OTHER INVESTMENT TRUSTS' and 'INVESTMENT COMPANIES'.

Table with columns for company names, share prices, and financial data. Includes sections for 'PHARMACEUTICALS' and 'PROPERTY'.

Table with columns for company names, share prices, and financial data. Includes sections for 'RETAILERS, GENERAL' and 'RETAILERS, FOOD'.

Table with columns for company names, share prices, and financial data. Includes sections for 'SUPPORT SERVICES' and 'WATER'.

Table with columns for company names, share prices, and financial data. Includes sections for 'AMERICANS', 'CANADIANS', and 'SOUTH AFRICANS'.

Table with columns for company names, share prices, and financial data. Includes sections for 'LEISURE & HOTELS' and 'OIL EXPLORATION & PRODUCTION'.

Table with columns for company names, share prices, and financial data. Includes sections for 'PHARMACEUTICALS - Cont.' and 'PROPERTY'.

Table with columns for company names, share prices, and financial data. Includes sections for 'RETAILERS, GENERAL - Cont.' and 'SUPPORT SERVICES'.

Table with columns for company names, share prices, and financial data. Includes sections for 'WATER' and 'AIM'.

Table with columns for company names, share prices, and financial data. Includes sections for 'AMERICANS', 'CANADIANS', and 'SOUTH AFRICANS'.

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GUIDE TO LONDON SHARE SERVICE. Text: 'This is a guide to the London Share Service... It contains information on how to use the service, how to place orders, and how to interpret the data. It also includes a list of the companies included in the service and a list of the companies that are not included. The guide is available in both printed and electronic form. For more information, please contact the London Share Service on 0171 770 0770 or visit our website at www.ft.com.

FT Free Annual Reports Service. Text: 'You can obtain the current annual/interim report of any company included in the London Share Service... For more information, please contact the FT Cityline on 0171 770 0770 or visit our website at www.ft.com.

FT MANAGED FUNDS SERVICE

FT Cityline Unit Trust Prices are available over the telephone. Call the FT Cityline Help Desk on (+44 171) 673 4378 for more details.

OFFSHORE AND OVERSEAS

BERMUDA (SIB RECOGNISED)

Table listing Bermuda funds including Royal Bank of Canada SIB Fd Mgrs Ltd - Comb, Fidelity Currency Funds Ltd, and others.

BERMUDA (REGULATED)\*\*

Table listing regulated Bermuda funds including Royal Bank of Canada SIB Fd Mgrs Ltd - Comb, Fidelity Currency Funds Ltd, and others.

GUERNSEY (SIB RECOGNISED)

Table listing Guernsey funds including Royal Bank of Canada SIB Fd Mgrs Ltd - Comb, Fidelity Currency Funds Ltd, and others.

IRELAND (SIB RECOGNISED)

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ISLE OF MAN (REGULATED)\*\*

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JERSEY (SIB RECOGNISED)

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LUXEMBOURG (SIB RECOGNISED)

Table listing Luxembourg funds including Royal Bank of Canada SIB Fd Mgrs Ltd - Comb, Fidelity Currency Funds Ltd, and others.

LUXEMBOURG (REGULATED)\*\*

Table listing regulated Luxembourg funds including Royal Bank of Canada SIB Fd Mgrs Ltd - Comb, Fidelity Currency Funds Ltd, and others.

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LUXEMBOURG (REGULATED)\*\*

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Handwritten Arabic text: "سجل من الاستثمار"

FT MANAGED FUNDS SERVICE

FT Cityline Unit Trust: Prices are available over the telephone. Call the FT Cityline Help Desk on (444 171) 873 4378 for more details.

Main table containing financial data for various funds, including columns for fund names, prices, and performance metrics. Includes sub-sections for 'OTHER OFFSHORE FUNDS' and 'OFFSHORE INSURANCES'.

Handwritten note: 'JP 1/1/50' in a box.

Vertical text on the right margin: 'IX', 'rate of', 'es of', 'I D', 'ead;', 'cut', 'ives', 's the', 'htly', 'pers.', 'rater', 'one', 'leaf', 'alad', 'such', 'rack', 'olive', 'l the', '00°C', 'They', 'min-', 'well', 'move', 'rush', 'e of', 'and', 'blitz', 'blind', 'add', 'read', 'from', 'saled', 'pep-', 'mon', 'cross-', 'ives.', 'salt', 'violated', 'skin', 'were', 'age', 'the', 'ad to', 'is of', 'all's at', 'and R', 'book', 'For', '-629', 'JJ', 'tion', 'for', 'sier', 'am's', '1 by', 'reer', 'JJ', 'nted', 'food', 'villages', 'list', 'and', 'will', 'urge', 'ions', 'any', 'they', 'to', 'fish', 'n at', 'fax', 'JJ', 'be', 'e-', 'er', 'of'.

LONDON STOCK EXCHANGE

MARKET REPORT

Rights issue rumours undermine sentiment

By Steve Thompson, UK Stock Market Editor
A UK equity market expected to endure a quiet session was given a thorough shaking yesterday, with a series of bearish corporate news items mixing with a marginally disappointing inflation report for April and a small setback on Wall Street.

beating and the feeling is that there is something holding it back," said the head of trading at one of the big UK securities houses.
The FT-SE 100 index closed the day 22.6 points lower at 3,753.6. Selling pressure was not confined to the leaders; the second liners were also pressured and the FT-SE Mid 250 index receded 15.0 to 3,763.6.

lont from Monday's Ofgas report. "The shares have 160p written all over them," was the view of one marketmaker.
A big sell-off in oil shares put a large dent in the Footsie, with rumours that a resumption of Iraqi oil sales is all but signed, sealed and delivered said to have been the most damaging factor. Shell succumbed to profit-taking, prompted by the lack of any sizeable cutbacks in refining capacity, but specialists expect news on this front soon.

British Biotech tumbled amid rumours that the progress report scheduled for next week may not be as bullish as some had expected.
It was not all bad news for the market, however. On the plus side Glaxo Wellcome provided much needed pleasure for shareholders, indicating excellent profits progress for the current year.

The composite insurances were consistently bought amid further rumours that a counter to the Royal Insurance/Sun Alliance merger could be in the pipeline, and also on hints that further alliances are on the cards. Commercial Union merging with Guardian Royal Exchange was being mentioned again.

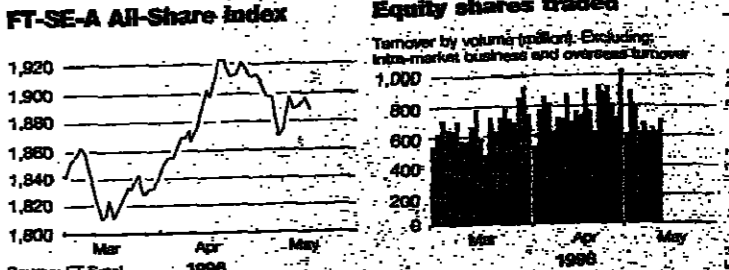


Table with 2 columns: Indices and ratios, and FT-SE 100 index. Includes data for FT-SE 100, FT-SE Mid 250, FT-SE All-Share, and various ratios like P/E, Dividend Yield, etc.

Sales boost for Glaxo

Glaxo Wellcome, the world's biggest pharmaceutical group, bucked the London downturn thanks to bumper sales figures.
The shares leapt 4 1/4 to 86 1/2p and moved so sharply that at one stage the Seaq trading system was unable to handle the changes and quoted prices went into "backwardation", the situation where bid and offer prices are apparently reversed.

crashed to the bottom end of the Footsie performance charts, following an annual meeting warning of lower profits for the first half of this year.
The announcement caught the market totally wrong-footed and revived memories of past bitter public relations clashes between BTR and the City. "BTR has put its foot in it again," said one analyst yesterday.

PDFM, which is believed to have been disappointed with the stock's performance.
Aon has said that it intended to pick up a broker by this spring and is thought to have looked at Sedgwick and Willis before. Both would be attractive propositions on the surface but both also suffer from long term liabilities.

Historic cost profits of 527m against forecasts of 650m helped the shares tumble 14 to 174 1/2p. The company had the dubious honour of recording the biggest percentage slide in the Footsie again.
The weakness was not helped by the sale of one block of 20m shares at 173p a share.

interim results were at the top end of expectations but the shares slipped 6 to 440p after the company was a little less positive over spirits pricing than earlier in the year.
Caravan maker ABI Leisure forged ahead 5 1/4 to a new 52-week high of 131p.

FUTURES AND OPTIONS

Table showing futures and options data for FT-SE 100 Index, FT-SE Mid 250 Index, and FT-SE All-Share Index. Includes columns for Open, High, Low, and Change.

Yesterday's gain came on the back of a 9 per cent rise in sales over four months, with analysts projecting a 7 per cent increase over six months.
It wiped out some of the gloom experienced in early March, when analysts reduced forecasts following full-year figures at the bottom of the City's consensus range.

One problem area for the group, Polymer Division, was seen as underpinning BTR. The other, Sealing Systems, was said to mostly reflect profit delays. "The stock now looks very cheap, but the City is in an unhelpful mood," said Mr Bruce Macdonald, NatWest analyst. The shares ended 14 lower at 297p in turnover of 21m, the third highest volume this year.

happen, the dividend would rise and acquisitions would take place.
Heavy two-way business in leisure giant Ladbroke Group saw volume rise to 12m by the close of the session. The shares ended unchanged at 189p.

BT's results statement was said to be mildly positive, allowing brokers to edge up price estimates. BT added 210m to 23.15bn for this year and NatWest Securities 20m to 23.02bn. The shares, which touched a 53-week low this week on regulatory worries, held up relatively well against the market, relinquishing only a penny to 353p.

Wednesday's column incorrectly stated that the retailer Powerhouse was in administration and was closing 31 stores. The company concerned is called Powerstore.

MARKET REPORTERS

Peter John, Joel Kibzewo, Jeffrey Brown, Lisa Wood.

FINANCIAL TIMES EQUITY INDICES

Table showing Financial Times Equity Indices for May 15, 15, 14, 13, 12, 11, 10, 9, 8, 7, 6, 5, 4, 3, 2, 1, and Yr ago. Includes columns for Ordinary Shares, Div. yield, P/E ratio, and P/E ratio net.

London market data

Table showing London market data including Total Shares, Total Value, and Total Volume for various categories like FT-SE 100, FT-SE Mid 250, etc.

FT-SE ACTUARIES SHARE INDICES

Table showing FT-SE Actuaries Share Indices for various sectors like FT-SE 100, FT-SE Mid 250, etc.

THE UK SERIES

Table showing The UK Series data for various sectors like FT-SE 100, FT-SE Mid 250, etc.

FT-SE ACTUARIES ALL-SHARE

Table showing FT-SE Actuaries All-Share data for various sectors like FT-SE 100, FT-SE Mid 250, etc.

TRADING VOLUME

Table showing Trading Volume for various stocks like AstraZeneca, BHP, etc.

PAN - HOLDING
Société Anonyme - Luxembourg
R.C. Luxembourg: B 7023

7, Place du Théâtre, Boîte Postal 408, L-2014 Luxembourg
Telephone: (352) 46 24 01/46 24 02 Téléfax: (352) 46 25 27

PRESS RELEASE FOLLOWING THE ANNUAL GENERAL MEETING OF APRIL 30, 1996

DIVIDEND

Following the vote at the Extraordinary General Meeting on February 2, 1996, there are now two classes of PAN-HOLDING shares which can be purchased or sold at net asset value +/- 0.50%. They both continue to be quoted on the Luxembourg Stock Exchange and Over the Counter in Paris:

- 1) Capital Shares are not entitled to receive a cash dividend;
2) Dividend Shares are entitled to receive a cash dividend.

The Annual General Meeting of April 30, 1996, has declared for 1995 a dividend of US \$ 5.80 per Dividend Share (compared to the dividend of US \$ 5.50 paid the previous year) for shareholders of record at close of market on May 31, 1996. The dividend, free of withholding tax in Luxembourg, will be payable as of June 3, 1996 on the Dividend Shares (coupon Nr. 2 for bearer shares) and the amount corresponding to the dividend will be attributed to the Capital Shares.

CURRENT GEOGRAPHIC BREAKDOWN OF ASSETS

Table showing Current Geographic Breakdown of Assets: Cash 10.50%, Japan 17.89%, North America 20.14%, Europe 40.45%, Pacific Basin ex-Japan 8.26%, Gold bullion and gold mines 2.76%.

PERFORMANCE

Table showing Performance metrics: NET ASSET VALUE AS OF MAY 15, 1996. Includes columns for PER SHARE OF US\$ 50, DIVIDEND SHARE, CAPITAL SHARE, NET ASSET VALUE, SALE PRICE, and REPURCHASE PRICE.

\*Effective June 3, 1996, date of payment of the US \$ 5.80 dividend, the value of the Dividend Share will be lower than that of the Capital Share.

As of May 15, 1996, the net asset value per share is up 6.24% from December 31, 1995.

Pan-Holding's 1994 and 1996 legal structure transformations which served in particular to enhance the shares' liquidity did not alter the Company's policy which consists of globally diversified active equity management. Short term performance has been strong (12.04% rise for the 12 months ending April 1996); longer term results have been strong as well as the net asset value with dividends reinvested, expressed in US \$, rose by 9.05% annualized over 5 years, by 10.06% annualized over 10 years, and by 11.27% annualized over 15 years for the periods ending April 1996.

The 1995 annual report and the prospectus dated February 2, 1996 are available upon request at the Company's registered office, 7, Place du Théâtre, Boîte Postale 408, L-2014 Luxembourg, Telephone: (352) 46 24 01/(352) 46 24 02 Téléfax: (352) 46 25 27.

FT-SE ACTUARIES SHARE INDICES

Table showing FT-SE Actuaries Share Indices for various sectors like FT-SE 100, FT-SE Mid 250, etc.

FT-SE ACTUARIES ALL-SHARE

Table showing FT-SE Actuaries All-Share data for various sectors like FT-SE 100, FT-SE Mid 250, etc.

Hourly movements

Table showing Hourly movements for various sectors like FT-SE 100, FT-SE Mid 250, etc.

FT-SE ACTUARIES 350 INDUSTRY BASKETS

Table showing FT-SE Actuaries 350 Industry Baskets for various sectors like Bldg & Constr, Pharm, etc.

Additional information on the FT-SE Actuaries Share Indices is published in Saturday issues.

The FT-SE Actuaries Share Indices are calculated by FT-SE International Limited in conjunction with the Faculty of Actuaries and the Institute of Actuaries. All Rights Reserved. The FT-SE Actuaries Share Indices are calculated in accordance with a standard set of ground rules established by FT-SE International Limited in conjunction with the Faculty of Actuaries and the Institute of Actuaries. FT-SE and "Footsie" are trademarks of the London Stock Exchange and the Financial Times Limited and are used by FT-SE International Limited under license. Author: The WMI Company. \* 1 Sector P/E ratios greater than 60 and net covers greater than 200 are not shown. \* Values are negative.

Based on trading volume for a session of market activity. \* Values are negative. \* Values are negative. \* Values are negative.

WORLD STOCK MARKETS

Main table of world stock markets including sections for EUROPE, ASIA, PACIFIC, and AMERICA. Each section lists various stock indices and individual company shares with their respective prices and changes.

Advertisement for Rockwell Avionics. Text: 'In Europe's crowded skies, Rockwell Avionics plays a key role in promoting safety and efficiency'. Includes the Rockwell logo.

INDICES table showing various regional and global indices like the Nikkei, Dow Jones, and others, with columns for date, high, low, and change.

US INDICES table focusing on the performance of major US stock indices such as the S&P 500, Dow Jones Industrial Average, and NASDAQ.

ASIA table listing stock indices and company shares from various Asian countries including Japan, Hong Kong, and Singapore.

AMERICA table listing stock indices and company shares from North and South American markets.

AFRICA table listing stock indices and company shares from African markets.

Footnote and disclaimer text at the bottom of the page, including information about data sources and copyright notices.

NEW YORK STOCK EXCHANGE PRICES

Main table of stock prices with columns for stock symbols, prices, and volume. Includes sub-sections for 'NEW YORK STOCK EXCHANGE PRICES', 'NASDAQ LISTED STOCKS', and 'NASDAQ LISTED STOCKS'.

Advertisement for Hewlett-Packard with the text 'Reach for it. If the business decisions are yours, the computer system should be yours. http://www.hp.com/go/computing' and the HP logo.

Continued on next page



NYSE PRICES

Table of NYSE stock prices including columns for stock name, price, change, and volume. Includes sub-sections for 'Continued from previous page' and 'AMER'.

Table of NYSE stock prices including columns for stock name, price, change, and volume. Includes sub-sections for 'AMER' and 'AMER'.

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NASDAQ NATIONAL MARKET

Table of NASDAQ stock prices including columns for stock name, price, change, and volume. Includes sub-sections for 'AMER' and 'AMER'.

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AMEX PRICES

Table of AMEX stock prices including columns for stock name, price, change, and volume.

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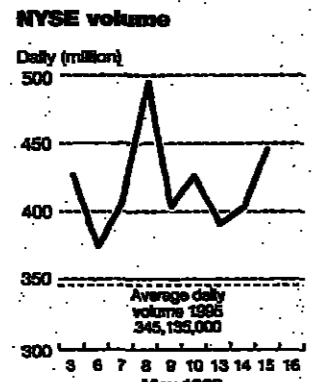
Table of AMEX stock prices including columns for stock name, price, change, and volume.

Advertisement for 'Belgium' featuring the text 'Have your FT hand delivered in Belgium' and 'Gain the edge over your competitors by having the Financial Times delivered to your home or office every working day.' Includes a phone number and website information.

Continuation of NASDAQ stock price tables from the previous page, including various sub-sections and columns for stock data.

AMERICA Hewlett disappoints, Dow falters

Early reports suggested that a deal allowing Iraq to sell oil to raise money for food could go through in the next few days. Chevron lost 1 1/2% at \$37.75, Exxon slipped 3/4% to \$34.40 and Texaco was 1/4% weaker at \$31.75.



Stock Exchange volume had reached 216m shares. Hewlett reported that its quarterly earnings were \$1.27 per share, 8 cents a share lower than analysts' expectations, sending its stock down 9 1/2% to \$106.

Caracas mildly lower

Caracas was suffering some profit-taking in early trading following Wednesday's record close which had been prompted by a 16 percentage-point fall in government bond yields. At mid-session the Merivest index was down 18.61 at 4,089.62.

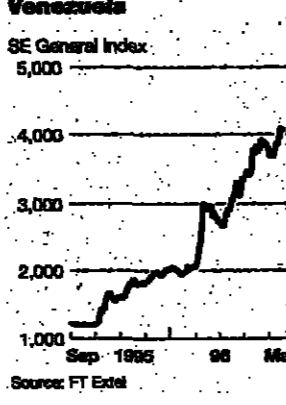


Table with 10 columns: Date, Open, High, Low, Close, Change. Rows include FT-SE 100, FT-SE 200, and various regional indices.

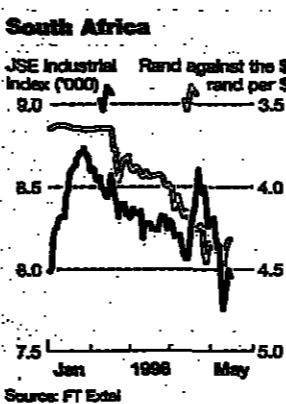
FT/S&P ACTUARIES WORLD INDICES

Large table with multiple columns: Country, Index Name, US Dollar, Local Currency, % Change, etc. Lists various world indices and their performance.

Rand shockwaves extend to equities

Mark Ashurst reports on the aftermath of currency volatility in Johannesburg

Mr Trevor Manuel, South Africa's first black finance minister appointed from within the ranks of the ruling African National Congress, has devoted most of his adult life to the anti-apartheid struggle. His six-week tenure has propelled him into a new struggle to learn the language of the global money markets.



The overall index was 33 down at 6,788, the industrials index lost 73.8 to 7,870.2 and the golds index edged up 7.5 to a fresh 1996 high of 2,027.7.

part is the volatility. It is not so much what has happened to the rand as the way it has happened. However, not all foreign investors are downbeat. In a note this week, Mr Nicholas Knight and Ms Allison Southey at Nomura say that they could not 'get too fussed' about recent political developments.

EUROPE Repsol off by 2% more

Most bourses were closed for Ascension Day. MADRID reflected its results season as the general index closed just 0.05 lower at 357.01.

Repsol, whose past quarters have outperformed those of other oil majors, fell another 2 per cent on this week's disappointing figures, shedding Ptas90 at Ptas4,345.

ASIA PACIFIC Bangkok suffers its heaviest fall in two months

Finance stocks were sold off in Bangkok, which suffered its heaviest fall in two months. But an afternoon power cut caused the session to end prematurely.

to HK\$33.25, while its Hutchison associate gained 20 cents to HK\$47.70 following news that their chairman, Li Ka-shing, had again slightly raised his stake in Hutchison.

stocks, which took the Straits Times Industrial index up 26.39 to 2,347.89, but the broader market was mixed. Analysts noted that some foreign funds were moving out of Singapore following the plunge in property stocks on the government's tough anti-speculative measures.

Tokyo

Small-lot buying of blue chips supported the Nikkei average closed marginally higher in spite of broadly based profit-taking, writes Eniko Teruzono in Tokyo.

Roundup

A volatile BOMBAY alternated between speculative purchases and sales, and the BSE-30 index posted a high of 3,879.55 before foreign selling took it back to close at 3,833.11, still up 26.82 on the day.

SINGAPORE

Electronic stocks were stronger as a group, with ASE up by the daily permitted 7 per cent limit to T\$49.70. But textiles declined to impose sanctions on Chinese imports.

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Vertical sidebar containing various small advertisements and notices, including 'Week John...', 'Everest storm', 'Chirac...', 'BET chief...', 'Power shares...', 'PC maker...', 'Merrill Lynch...', 'WestMerchant', and 'For customer... other general'.